

EBAY INC  
Form 10-Q  
October 28, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the quarterly period ended September 30, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-24821

eBay Inc.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

77-0430924  
(I.R.S. Employer  
Identification Number)

2065 Hamilton Avenue  
San Jose, California  
(Address of principal executive offices)  
(408) 376-7400

95125  
(Zip Code)

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes

No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of October 26, 2015, there were 1,200,653,879 of the registrant's common stock, \$0.001 par value, outstanding, which is the only class of common or voting stock of the registrant issued.

## PART I: FINANCIAL INFORMATION

## Item 1: Financial Statements

eBay Inc.

## CONDENSED CONSOLIDATED BALANCE SHEET

	September 30, 2015	December 31, 2014
	(In millions, except par value amounts) (Unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$2,387	\$4,105
Short-term investments	2,914	3,730
Accounts receivable, net	595	600
Other current assets	1,152	1,048
Current assets of discontinued operations	—	16,795
Current assets held for sale	1,232	253
Total current assets	8,280	26,531
Long-term investments	3,572	5,736
Property and equipment, net	1,535	1,486
Goodwill	4,442	4,671
Intangible assets, net	90	133
Other assets	419	207
Long-term assets of discontinued operations	—	4,506
Long-term assets held for sale	—	1,862
Total assets	\$ 18,338	\$45,132
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Short-term debt	\$625	\$850
Accounts payable	175	107
Accrued expenses and other current liabilities	3,106	3,830
Deferred revenue	137	108
Income taxes payable	57	125
Current liabilities of discontinued operations	—	12,137
Current liabilities held for sale	336	374
Total current liabilities	4,436	17,531
Deferred and other tax liabilities, net	511	522
Long-term debt	6,814	6,777
Other liabilities	85	79
Long-term liabilities of discontinued operations	—	243
Long-term liabilities held for sale	—	74
Total liabilities	11,846	25,226
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Common stock, \$0.001 par value; 3,580 shares authorized; 1,203 and 1,224 shares outstanding	2	2
Additional paid-in capital	14,445	13,887
Treasury stock at cost, 423 and 384 shares	(15,653)	(14,054)
Retained earnings	7,255	18,900
Accumulated other comprehensive income	443	1,171
Total stockholders' equity	6,492	19,906

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Total liabilities and stockholders' equity	\$ 18,338	\$ 45,132
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The accompanying notes are an integral part of these condensed consolidated financial statements.

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eBay Inc.

## CONDENSED CONSOLIDATED STATEMENT OF INCOME

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
	(In millions, except per share amounts)			
	(Unaudited)			
Net revenues	\$2,099	\$2,150	\$6,270	\$6,467
Cost of net revenues	433	413	1,278	1,221
Gross profit	1,666	1,737	4,992	5,246
Operating expenses:				
Sales and marketing	565	624	1,672	1,815
Product development	241	246	694	747
General and administrative	207	203	862	678
Provision for transaction losses	65	58	199	196
Amortization of acquired intangible assets	10	10	30	65
Total operating expenses	1,088	1,141	3,457	3,501
Income from operations	578	596	1,535	1,745
Interest and other, net	87	17	221	32
Income from continuing operations before income taxes	665	613	1,756	1,777
Provision for income taxes	(120)	) (104	) (332	) (3,371
Income (loss) from continuing operations	\$545	\$509	\$1,424	\$(1,594)
Income (loss) from discontinued operations, net of income taxes	(6	) 164	(176	) 617
Net income (loss)	\$539	\$673	\$1,248	\$(977)
Income (loss) per share - basic:				
Continuing operations	\$0.45	\$0.41	\$1.17	\$(1.27)
Discontinued operations	\$—	\$0.13	\$(0.14)	) \$0.49
Net income (loss) per share - basic	\$0.45	\$0.54	\$1.03	\$(0.78)
Income (loss) per share - diluted:				
Continuing operations	\$0.45	\$0.41	\$1.16	\$(1.27)
Discontinued operations	\$—	\$0.13	\$(0.14)	) \$0.49
Net income (loss) per share - diluted	\$0.45	\$0.54	\$1.02	\$(0.78)
Weighted average shares:				
Basic	1,210	1,242	1,214	1,258
Diluted	1,223	1,251	1,226	1,258

The accompanying notes are an integral part of these condensed consolidated financial statements.

eBay Inc.

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Three Months Ended		Nine Months Ended		
	September 30, 2015	2014	September 30, 2015	2014	
	(In millions)				
	(Unaudited)				
Net income (loss)	\$539	\$673	\$1,248	\$ (977)	)
Other comprehensive income (loss), net of reclassification adjustments:					
Foreign currency translation gain (loss)	(182	) (214	) (426	) (123	)
Unrealized gains (losses) on investments, net	(442	) 67	(320	) (14	)
Tax benefit (expense) on unrealized gains (losses) on investments, net	155	(33	) 111	(1	)
Unrealized gains (losses) on hedging activities, net	(19	) 174	(82	) 211	
Tax benefit (expense) on unrealized gains (losses) on hedging activities, net	1	(2	) 1	(6	)
Other comprehensive income (loss), net tax	(487	) (8	) (716	) 67	)
Comprehensive income (loss)	\$52	\$665	\$532	\$ (910)	)

The accompanying notes are an integral part of these condensed consolidated financial statements.

eBay Inc.

## CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

	Nine Months Ended September 30, 2015 (In millions) (Unaudited)
Common stock:	
Balance, beginning of year	\$2
Common stock issued	—
Common stock repurchased/forfeited	—
Balance, end of period	2
Additional paid-in-capital:	
Balance, beginning of year	13,887
Common stock and stock-based awards issued and assumed	(54 )
Stock-based compensation	523
Stock-based awards tax impact	89
Balance, end of period	14,445
Treasury stock at cost:	
Balance, beginning of year	(14,054 )
Common stock repurchased	(1,599 )
Balance, end of period	(15,653 )
Retained earnings:	
Balance, beginning of year	18,900
Net income	1,248
Distribution of PayPal	(12,893 )
Balance, end of period	7,255
Accumulated other comprehensive income:	
Balance, beginning of year	1,171
Change in unrealized gains on investments	(320 )
Change in unrealized losses on cash flow hedges	(82 )
Foreign currency translation adjustment	(426 )
Tax benefit on above items	112
Distribution of PayPal	(12 )
Balance, end of period	443
Total stockholders' equity	\$6,492
Number of Shares:	
Common stock:	
Balance, beginning of year	1,224
Common stock issued	18
Common stock repurchased/forfeited	(39 )
Balance, end of period	1,203

The accompanying notes are an integral part of these condensed consolidated financial statements.

eBay Inc.

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Nine Months Ended September 30,	
	2015	2014
	(In millions)	
	(Unaudited)	
Cash flows from operating activities:		
Net income (loss)	\$1,248	\$(977)
(Income) loss from discontinued operations	176	(617)
Adjustments:		
Provision for transaction losses	199	196
Depreciation and amortization	516	518
Stock-based compensation	301	251
Gain on sale of investments	(212)	)
Deferred income taxes	(115)	) 2,979
Changes in assets and liabilities, net of acquisition effects	(362)	) 40
Net cash provided by continuing operating activities	1,751	2,390
Net cash provided by discontinued operating activities	1,242	1,646
Net cash provided by operating activities	2,993	4,036
Cash flows from investing activities:		
Purchases of property and equipment	(539)	) (422)
Purchases of investments	(4,452)	) (6,808)
Maturities and sales of investments	5,579	4,205
Acquisitions, net of cash acquired	(24)	) (55)
Other	(15)	) (5)
Net cash provided by (used in) continuing investing activities	549	(3,085)
Net cash used in discontinued investing activities	(3,837)	) (660)
Net cash used in investing activities	(3,288)	) (3,745)
Cash flows from financing activities:		
Proceeds from issuance of common stock	173	178
Repurchases of common stock	(1,512)	) (3,476)
Excess tax benefits from stock-based compensation	72	56
Tax withholdings related to net share settlements of restricted stock awards and units	(226)	) (224)
Proceeds from issuance of debt	—	3,482
Repayment of debt	(250)	)
Other	10	8
Net cash provided by (used in) continuing financing activities	(1,733)	) 24
Net cash provided by (used in) discontinued financing activities	(1,599)	) 19
Net cash provided by (used) in financing activities	(3,332)	) 43
Effect of exchange rate changes on cash and cash equivalents	(286)	) (38)
Net increase (decrease) in cash and cash equivalents	(3,913)	) 296
Cash and cash equivalents at beginning of period	6,328	4,494
Cash and cash equivalents at end of period	\$2,415	\$4,790
Less: Cash and cash equivalents of held for sale	28	29
Less: Cash and cash equivalents of discontinued operations	—	2,254
Cash and cash equivalents of continuing operations at end of period	\$2,387	\$2,507
Supplemental cash flow disclosures:		
Cash paid for interest	\$161	\$84
Cash paid for income taxes	\$240	\$229



The accompanying notes are an integral part of these condensed consolidated financial statements.

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eBay Inc.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

Note 1 — The Company and Summary of Significant Accounting Policies

The Company

eBay Inc. is a global commerce leader including eBay, Stubhub and eBay Classifieds platforms.

On July 17, 2015, we completed the distribution of 100% of the outstanding common stock of PayPal Holdings, Inc. ("PayPal") to our stockholders ("Distribution"), pursuant to which PayPal became an independent company. Beginning in the third quarter of 2015, PayPal's financial results for periods prior to the Distribution have been reflected in our condensed consolidated statement of income, retrospectively, as discontinued operations. Additionally, the related assets and liabilities associated with the discontinued operations in the prior year are classified as discontinued operations in our condensed consolidated balance sheet. Pursuant to the terms of the separation and distribution agreement entered into between us and PayPal on June 26, 2015, upon Distribution, assets related to the PayPal business were transferred to, and liabilities related to the PayPal business were retained or assumed by, PayPal. See "Note 3 - Discontinued Operations" for additional information.

During the second quarter of 2015, our Board of Directors ("Board") approved a plan to sell the businesses underlying our Enterprise segment ("Enterprise"). As a result, the Enterprise financial results were reflected in our condensed consolidated statement of income, retrospectively, as discontinued operations beginning in the second quarter of 2015. Additionally, the related assets and liabilities associated with the discontinued operations are classified as held for sale in our condensed consolidated balance sheet. On July 16, 2015, we signed a definitive agreement to sell Enterprise and, subject to customary closing conditions, we expect to close this transaction in the fourth quarter of 2015. See "Note 3 - Discontinued Operations" for additional information.

When we refer to "we," "our," "us" or "eBay" in this document, we mean the current Delaware corporation (eBay Inc.) and its California predecessor, as well as all of our consolidated subsidiaries, unless otherwise expressly stated or the context otherwise requires.

Use of estimates

The preparation of condensed consolidated financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, we evaluate our estimates, including those related to provisions for transaction losses, legal contingencies, income taxes, revenue recognition, stock-based compensation, goodwill and the recoverability of intangible assets. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ from those estimates.

Principles of consolidation and basis of presentation

The accompanying condensed financial statements are consolidated and include the financial statements of eBay Inc., our wholly and majority-owned subsidiaries and variable interest entities ("VIE") where we are the primary beneficiary. All intercompany balances and transactions have been eliminated in consolidation. Minority interests are recorded as a noncontrolling interest. A qualitative approach is applied to assess the consolidation requirement for VIEs. Investments in entities where we hold at least a 20% ownership interest and have the ability to exercise significant

influence, but not control, over the investee are accounted for using the equity method of accounting. For such investments, our share of the investees' results of operations is included in interest and other, net and our investment balance is included in long-term investments. Investments in entities where we hold less than a 20% ownership interest are generally accounted for using the cost method of accounting, and our share of the investees' results of operations is included in our condensed consolidated statement of income to the extent dividends are received.

These condensed consolidated financial statements and accompanying notes should be read in conjunction with the audited consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the year ended December 31, 2014. We have evaluated all subsequent events through the date these condensed consolidated financial statements were issued. In the opinion of management, these condensed consolidated financial statements reflect all

eBay Inc.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

adjustments, consisting only of normal recurring adjustments, which are necessary for fair presentation of the condensed consolidated financial statements for interim periods.

#### Recent Accounting Pronouncements

In 2014, the FASB issued new guidance related to reporting discontinued operations. This new standard raises the threshold for a disposal to qualify as a discontinued operation and requires new disclosures of both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. The new standard is now effective. The standard impacted the presentation of Enterprise during the second quarter of 2015 and PayPal during the third quarter of 2015 related to the financial statement presentation of assets held for sale and discontinued operations and required additional disclosures as presented in "Note 3 - Discontinued Operations."

In 2014, the FASB issued new accounting guidance related to revenue recognition. This new standard will replace all current GAAP guidance on this topic and eliminate all industry-specific guidance. The new revenue recognition guidance provides a unified model to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services. This guidance can be applied either retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. In 2015, the FASB issued guidance to defer the effective date to January 1, 2018 with early adoption beginning January 1, 2017. We are evaluating the impact of adopting this new accounting guidance on our consolidated financial statements.

In 2014, the FASB issued new guidance related to development-stage entities. The new standard removes all incremental financial reporting requirements from GAAP for development-stage entities. The accounting standards update also removes an exception provided to development stage entities in consolidations for determining whether an entity is a variable interest entity. As of the first annual period beginning after December 15, 2014, the presentation and disclosure requirements in Topic 915 will no longer be required. The revised consolidation standards are effective one year later, for fiscal years beginning after December 15, 2015. Early adoption is permitted. The adoption of the presentation and disclosure requirements in Topic 915 did not have a material impact on our financial statements. We are evaluating the impact, if any, of adopting the remaining new accounting guidance on our consolidated financial statements.

In 2014, the FASB issued new guidance on the disclosures related to going concern. The new standard provides guidance around management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

In 2014, the FASB issued new guidance related to pushdown accounting. The new guidance provides an acquired entity with an option to apply pushdown accounting in its separate financial statements upon occurrence of an event in which an acquirer obtains control of the acquired entity. The amendments are effective on November 18, 2014. We adopted this guidance, as required, on November 18, 2014. The adoption of this guidance did not have a material impact on our consolidated financial statements.

In 2015, the FASB issued new guidance related to consolidations. The new standard amends the guidelines for determining whether certain legal entities should be consolidated and reduces the number of consolidation models.

The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. We are evaluating the impact, if any, of adopting this new accounting guidance on our consolidated financial statements.

In 2015, the FASB issued new guidance related to presentation of debt issuance costs. The new standard requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

In 2015, the FASB issued new guidance related to accounting for fees paid in a cloud computing arrangement. The new standard provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a

eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

software license, the customer should account for the arrangement as a service contract. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. We are evaluating the impact, if any, of adopting this new accounting guidance on our consolidated financial statements.

In 2015, the FASB issued new guidance related to pushdown accounting. The new guidance removes references to the SEC guidance on pushdown accounting from the FASB Accounting Standards Codification. The amendments therefore conform the FASB's guidance on pushdown accounting with the SEC's guidance. The adoption of this guidance did not have a material impact on our consolidated financial statements.

In 2015, the FASB issued new guidance related to business combinations. The new guidance requires that adjustments made to provisional amounts recognized in a business combination be recorded in the period such adjustments are determined, rather than retrospectively adjusting previously reported amounts. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. We are evaluating the impact, if any, of adopting this new accounting guidance on our consolidated financial statements.

## Note 2 — Net Income (loss) Per Share

Basic net income (loss) per share is computed by dividing net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is computed by dividing net income (loss) for the period by the weighted average number of shares of common stock and potentially dilutive common stock outstanding during the period. The dilutive effect of outstanding options and equity incentive awards is reflected in diluted net income (loss) per share by application of the treasury stock method. The calculation of diluted net income (loss) per share excludes all anti-dilutive common shares. The following table sets forth the computation of basic and diluted net income (loss) per share for the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(In millions, except per share amounts)			
Numerator:				
Income (loss) from continuing operations	\$545	\$509	\$1,424	\$(1,594)
Income (loss) from discontinued operations, net of income taxes	(6)	) 164	(176)	) 617
Net income (loss)	\$539	\$673	\$1,248	\$(977)
Denominator:				
Weighted average shares of common stock - basic	1,210	1,242	1,214	1,258
Dilutive effect of equity incentive awards	13	9	12	—
Weighted average shares of common stock - diluted	1,223	1,251	1,226	1,258
Income (loss) per share - basic:				
Continuing operations	\$0.45	\$0.41	\$1.17	\$(1.27)
Discontinued operations	\$—	\$0.13	\$(0.14)	) \$0.49
Net income (loss) per share - basic	\$0.45	\$0.54	\$1.03	\$(0.78)
Income (loss) per share - diluted:				
Continuing operations	\$0.45	\$0.41	\$1.16	\$(1.27)
Discontinued operations	\$—	\$0.13	\$(0.14)	) \$0.49

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Net income (loss) per share - diluted	\$0.45	\$0.54	\$1.02	\$(0.78)
Common stock equivalents excluded from income per diluted share because their effect would have been anti-dilutive	4	8	2	54

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eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

## Note 3 — Discontinued Operations

On June 26, 2015, our Board approved the separation of PayPal through the Distribution. To consummate the Distribution, our Board declared a pro rata dividend of PayPal Holdings, Inc. common stock to eBay's stockholders of record as of the close of business on July 8, 2015 (the "Record Date"). Each eBay stockholder received one (1) share of PayPal Holdings, Inc. common stock for every share of eBay common stock held at the close of business on the Record Date. The Distribution occurred on July 17, 2015. Immediately following the Distribution, PayPal became an independent, publicly traded company and is listed on The NASDAQ Stock Market under the ticker "PYPL." eBay will continue to trade on The NASDAQ Stock Market under the ticker "EBAY."

During the second quarter of 2015, our Board approved a plan to sell Enterprise. Based on the expected sales proceeds, we recorded a goodwill impairment of \$786 million in the second quarter of 2015. On July 16, 2015, we signed a definitive agreement to sell Enterprise for \$925 million and, subject to customary closing conditions, we expect to close this transaction in the fourth quarter of 2015. We have classified the results of Enterprise as discontinued operations in our condensed consolidated statement of income for all periods presented. Additionally, the related assets and liabilities associated with the discontinued operations are classified as held for sale in our condensed consolidated balance sheet. The assets and liabilities as of September 30, 2015 are classified as current in our condensed consolidated balance sheet as we expect to close the transaction discussed above in the fourth quarter of 2015.

The financial results of PayPal and Enterprise are presented as income (loss) from discontinued operations, net of income taxes in our condensed consolidated statement of income. The following table presents financial results of PayPal and Enterprise:

	Three Months Ended September 30, 2015 <sup>(1)</sup>		Nine Months Ended September 30, 2015 <sup>(2)</sup>	
	2014		2014	
	(In millions)			
PayPal income from discontinued operations, net of income taxes	\$29	\$216	\$503	\$744
Enterprise loss from discontinued operations, net of income taxes	(35	) (52	) (679	) (127
Income (loss) from discontinued operations, net of income taxes	\$(6	) \$164	\$(176	) \$617

(1) Includes PayPal financial results from July 1, 2015 to July 17, 2015

(2) Includes PayPal financial results from January 1, 2015 to July 17, 2015



eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table presents cash flow of PayPal and Enterprise:

	Three Months Ended September 30, 2015 <sup>(1)</sup>		Nine Months Ended September 30, 2015 <sup>(2)</sup>	
	2014		2014	
	(In millions)			
PayPal net cash provided by discontinued operating activities	\$32	\$547	\$1,287	\$1,680
Enterprise net cash provided by (used in) discontinued operating activities	(50	) 26	(45	) (34
Net cash provided by (used in) discontinued operating activities	\$ (18	) \$573	\$1,242	\$1,646
PayPal net cash used in discontinued investing activities	\$(1,091	) \$(490	) \$(3,744	) \$(564
Enterprise net cash used in discontinued investing activities	(23	) (38	) (93	) (96
Net cash used in discontinued investing activities	\$(1,114	) \$(528	) \$(3,837	) \$(660
PayPal net cash provided by (used in) discontinued financing activities <sup>(3)</sup>	\$(1,615	) \$2	\$(1,599	) \$34
Enterprise net cash used in discontinued financing activities	—	(12	) —	(15
Net cash provided by (used in) discontinued financing activities	\$(1,615	) \$(10	) \$(1,599	) \$19

(1) Includes PayPal financial results from July 1, 2015 to July 17, 2015

(2) Includes PayPal financial results from January 1, 2015 to July 17, 2015

(3) Includes \$1.6 billion of cash and cash equivalents distributed to PayPal on July 17, 2015.

## PayPal

The financial results of PayPal through the Distribution are presented as income (loss) from discontinued operations, net of income taxes on our condensed consolidated statement of income. The following table presents financial results of PayPal:

	Three Months Ended September 30, 2015 <sup>(1)</sup>		Nine Months Ended September 30, 2015 <sup>(2)</sup>	
	2014		2014	
	(In millions)			
Net revenues	\$415	\$1,950	\$4,793	\$5,733
Cost of net revenues	178	772	1,918	2,294
Gross profit	237	1,178	2,875	3,439
Operating expenses:				
Sales and marketing	41	270	534	740
Product development	45	229	527	643
General and administrative	73	221	740	646
Provision for transaction and loan losses	33	189	418	483
Amortization of acquired intangible assets	3	13	30	40
Total operating expenses	195	922	2,249	2,552

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Income from operations of discontinued operations	42	256	626	887
Interest and other, net	—	4	1	(6 )
Income from discontinued operations before income taxes	42	260	627	881
Income tax expense	(13 )	(44 )	(124 )	(137 )
Income from discontinued operations, net of income taxes	\$29	\$216	\$503	\$744

(1) Includes PayPal financial results from July 1, 2015 to July 17, 2015

(2) Includes PayPal financial results from January 1, 2015 to July 17, 2015

eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table presents the aggregate carrying amounts of the classes of assets and liabilities of discontinued operations:

	December 31, 2014 (In millions)
Carrying amounts of assets included as part of discontinued operations:	
Cash and cash equivalents	\$2,194
Short-term investments	39
Accounts receivable, net	51
Loans and interest receivable, net	3,600
Funds receivable and customer accounts	10,545
Other current assets	366
Long-term investments	31
Property and equipment, net	1,113
Goodwill	3,136
Intangible assets, net	172
Other assets	54
Total assets classified as discontinued operations in the condensed consolidated balance sheet	\$21,301
Carrying amounts of liabilities included as part of discontinued operations:	
Accounts payable	115
Funds receivable and customer accounts	10,545
Accrued expenses and other current liabilities	1,448
Income taxes payable	29
Deferred and other tax liabilities, net	197
Other liabilities	46
Total liabilities classified as discontinued operations in the condensed consolidated balance sheet	\$12,380

eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

## Enterprise

The financial results of Enterprise through September 30, 2015 are presented as income (loss) from discontinued operations, net of income taxes on our condensed consolidated statement of income. The following table presents financial results of Enterprise:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(In millions)			
Net revenues	\$261	\$253	\$805	\$781
Cost of net revenues	184	204	606	617
Gross profit	77	49	199	164
Operating expenses:				
Sales and marketing	30	29	94	87
Product development	26	36	92	101
General and administrative	29	18	119	44
Provision for transaction and loan losses	1	2	9	6
Amortization of acquired intangible assets	—	35	70	105
Goodwill impairment	—	—	786	—
Total operating expenses	86	120	1,170	343
Loss from operations of discontinued operations	(9	) (71	) (971	) (179
Interest and other, net	(2	) (1	) 1	(2
Loss from discontinued operations before income taxes	(11	) (72	) (970	) (181
Income tax benefit (provision)	(24	) 20	291	54
Loss from discontinued operations, net of income taxes	\$(35	) \$(52	) \$(679	) \$(127

The following table presents the aggregate carrying amounts of the classes of held for sale assets and liabilities:

	September 30, 2015	December 31, 2014
	(In millions)	
Carrying amounts of assets included as part of held for sale:		
Cash and cash equivalents	\$28	\$29
Short-term investments	1	1
Accounts receivable, net	121	146
Other current assets	56	77
Long-term investments	11	10
Property and equipment, net	338	303
Goodwill	500	1,287
Intangible assets, net	175	259
Other assets	2	3
Total assets classified as held for sale in the condensed consolidated balance sheet	\$1,232	\$2,115
Carrying amounts of liabilities included as part of held for sale:		
Accounts payable	50	179

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Accrued expenses and other current liabilities	126	115
Deferred revenue	82	80
Deferred and other tax liabilities, net	77	73
Other liabilities	1	1
Total liabilities classified as held for sale in the condensed consolidated balance sheet	\$336	\$448

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eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

## Note 4 — Goodwill and Intangible Assets

## Goodwill

The following table presents goodwill balances and adjustments to those balances during the nine months ended September 30, 2015:

	December 31, 2014 (In millions)	Goodwill Acquired	Adjustments	September 30, 2015
Goodwill	\$4,671	\$23	\$(252 )	\$4,442

The adjustments to goodwill during the nine months ended September 30, 2015 were due primarily to foreign currency translations.

## Intangible Assets

The components of identifiable intangible assets are as follows:

	September 30, 2015				December 31, 2014			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Useful Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Useful Life (Years)
	(In millions, except years)							
Intangible assets:								
Customer lists and user base	\$417	\$(395 )	\$22	5	\$434	\$(407 )	\$27	5
Marketing related	587	(561 )	26	5	642	(596 )	46	5
Developed technologies	236	(211 )	25	4	237	(195 )	42	4
All other	149	(132 )	17	4	144	(126 )	18	4
	\$1,389	\$(1,299 )	\$90		\$1,457	\$(1,324 )	\$133	

Amortization expense for intangible assets was \$18 million and \$19 million for the three months ended September 30, 2015 and 2014, respectively. Amortization expense for intangible assets was \$50 million and \$92 million for the nine months ended September 30, 2015 and 2014, respectively.

Expected future intangible asset amortization as of September 30, 2015 is as follows (in millions):

Fiscal years:

Remaining 2015	\$16
2016	39
2017	27
2018	7
2019	1
	\$90

Note 5 — Segments

We have one reportable segment. Our chief operating decision maker reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. During the second quarter of 2015, we classified the results of Enterprise, formerly our Enterprise segment, as discontinued operations in our condensed consolidated statement of income for all periods presented. During the third quarter of 2015, we have classified the results of PayPal, formerly our Payments segment, as discontinued operations in our condensed consolidated statement of income for all periods presented. See "Note 3 - Discontinued Operations" for additional information.

eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table sets forth the breakdown of net revenues by type for the periods presented:

	Three Months Ended		Nine Months Ended	
	September 30, 2015	2014	September 30, 2015	2014
	(In millions)			
Net Revenues by Type:				
Net transaction revenues	\$1,659	\$1,703	\$5,012	\$5,144
Marketing services and other revenues	440	447	1,258	1,323
Total net revenue	\$2,099	\$2,150	\$6,270	\$6,467

## Note 6 — Investments

At September 30, 2015 and December 31, 2014, the estimated fair value of our short-term and long-term investments classified as available for sale, were as follows:

	September 30, 2015			
	Gross Amortized Cost (In millions)	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Short-term investments:				
Restricted cash	\$30	\$—	\$—	\$30
Corporate debt securities	2,039	1	(1	) 2,039
Government and agency securities	55	—	—	55
Time deposits and other	50	—	—	50
Equity instruments	9	731	—	740
	\$2,183	\$732	\$(1	) \$2,914
Long-term investments:				
Corporate debt securities	3,468	15	(34	) 3,449
	\$3,468	\$15	\$(34	) \$3,449
	December 31, 2014			
	Gross Amortized Cost (In millions)	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Short-term investments:				
Restricted cash	\$19	\$—	\$—	\$19
Corporate debt securities	2,519	1	(1	) 2,519
Government and agency securities	3	—	—	3
Time deposits and other	152	—	—	152
Equity instruments	9	1,028	—	1,037
	\$2,702	\$1,029	\$(1	) \$3,730
Long-term investments:				
Corporate debt securities	5,319	18	(18	) 5,319
Government and agency securities	232	1	—	233



\$5,551      \$19      \$(18      ) \$5,552

eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

We had no material long-term or short-term investments that have been in a continuous unrealized loss position for more than 12 months as of September 30, 2015 and December 31, 2014. Refer to "Note 14 - Accumulated Other Comprehensive Income" for amounts reclassified to earnings from unrealized gains and losses.

The estimated fair values of our short-term and long-term investments classified as available for sale by date of contractual maturity at September 30, 2015 are as follows:

	September 30, 2015 (In millions)
One year or less (including restricted cash of \$30)	\$2,174
One year through two years	1,186
Two years through three years	1,273
Three years through four years	866
Four years through five years	115
Five years through six years	—
Six years through seven years	—
Seven years through eight years	8
Eight years through nine years	—
Nine years through ten years	1
	\$5,623

## Equity and cost method investments

We have made multiple equity and cost method investments which are reported in long-term investments on our condensed consolidated balance sheet. As of September 30, 2015 and December 31, 2014, our equity and cost method investments totaled \$123 million and \$184 million, respectively. During the second quarter of 2015, we sold our equity interest in craigslist, Inc. During the third quarter of 2015, we sold a portion of our equity interest in Jasper Infotech Private Limited (Snapdeal) and our entire interest in Baixing Holdings Limited. The resulting gains are recorded in interest and other, net on our condensed consolidated statement of income.

eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

## Note 7 — Fair Value Measurement of Assets and Liabilities

The following tables summarize our financial assets and liabilities measured at fair value on a recurring basis as of September 30, 2015 and December 31, 2014:

Description	Balance as of September 30, 2015  (In millions)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Assets:			
Cash and cash equivalents	\$2,387	\$1,954	\$433
Short-term investments:			
Restricted cash	30	30	—
Corporate debt securities	2,039	—	2,039
Government and agency securities	55	—	55
Time deposits	50	—	50
Equity instruments	740	740	—
Total short-term investments	2,914	770	2,144
Derivatives	139	—	139
Long-term investments:			
Corporate debt securities	3,449	—	3,449
Total long-term investments	3,449	—	3,449
Total financial assets	\$8,889	\$2,724	\$6,165
Liabilities:			
Derivatives	\$32	\$—	\$32

eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Description	Balance as of December 31, 2014  (In millions)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
<b>Assets:</b>			
Cash and cash equivalents	\$4,105	\$1,694	\$2,411
<b>Short-term investments:</b>			
Restricted cash	19	19	—
Corporate debt securities	2,519	—	2,519
Government and agency securities	3	—	3
Time deposits	152	—	152
Equity instruments	1,037	1,037	—
Total short-term investments	3,730	1,056	2,674
Derivatives	84	—	84
<b>Long-term investments:</b>			
Corporate debt securities	5,319	—	5,319
Government and agency securities	233	—	233
Total long-term investments	5,552	—	5,552
Total financial assets	\$13,471	\$2,750	\$10,721
<b>Liabilities:</b>			
Derivatives	\$20	\$—	\$20

Our financial assets and liabilities are valued using market prices on both active markets (level 1) and less active markets (level 2). Level 1 instrument valuations are obtained from real-time quotes for transactions in active exchange markets involving identical assets. Level 2 instrument valuations are obtained from readily available pricing sources for comparable instruments, identical instruments in less active markets, or models using market observable inputs. The majority of our derivative instruments are valued using pricing models that take into account the contract terms as well as multiple inputs where applicable, such as equity prices, interest rate yield curves, option volatility and currency rates. We did not have any transfers of financial instruments between valuation levels during the nine months ended September 30, 2015.

Cash and cash equivalents are short-term, highly liquid investments with original or remaining maturities of three months or less when purchased and are comprised primarily of bank deposits, certificates of deposit and commercial paper.

In addition, we had cost and equity method investments of approximately \$123 million and \$184 million included in long-term investments on our condensed consolidated balance sheet at September 30, 2015 and December 31, 2014, respectively.

Our derivative instruments vary in duration depending on contract type. Our foreign exchange derivative contracts are primarily short-term in nature, generally one month to one year in duration. Certain foreign currency contracts designated as cash flow hedges may have a duration of up to 18 months. The duration of our interest rate derivative contracts match the duration of the fixed rate notes due 2019, 2021 and 2024.

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As of September 30, 2015 and December 31, 2014, we held no direct investments in auction rate securities, collateralized debt obligations, structured investment vehicles or mortgage-backed securities.

Other financial instruments, including accounts receivable, accounts payable, are carried at cost, which approximates their fair value because of the short-term nature of these instruments.

eBay Inc.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Note 8 — Derivative Instruments

Summary of Derivative Instruments

Our primary objective in holding derivatives is to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates and interest rates. Our derivatives expose us to credit risk to the extent that the counterparties may be unable to meet the terms of the arrangement. We seek to mitigate such risk by limiting our counterparties to, and by spreading the risk across, major financial institutions. In addition, the potential risk of loss with any one counterparty resulting from this type of credit risk is monitored on an ongoing basis. To further limit credit risk, we also enter into collateral security arrangements related to certain interest rate derivative instruments whereby collateral is posted between counterparties if the fair value of the derivative instrument exceeds certain thresholds. Additional collateral would be required in the event of a significant credit downgrade by either party.

Foreign Exchange Contracts

We transact business in various foreign currencies and have significant international revenues as well as costs denominated in foreign currencies, which subjects us to foreign currency risk. We use foreign currency exchange contracts, generally with maturities of 18 months or less, to reduce the volatility of cash flows primarily related to forecasted revenues, expenses, assets and liabilities denominated in foreign currencies. The objective of the foreign exchange contracts is to better ensure that the U.S. dollar-equivalent cash flows are not adversely affected by changes in the applicable U.S. dollar/foreign currency exchange rate. For derivative instruments that are designated as cash flow hedges, the effective portion of the derivative's gain or loss is initially reported as a component of accumulated other comprehensive income (loss) and subsequently reclassified into earnings in the same period the forecasted transaction affects earnings. The ineffective portion of the unrealized gains and losses on these contracts, if any, is recorded immediately in earnings. We evaluate the effectiveness of our foreign exchange contracts on a quarterly basis. We do not use any foreign exchange contracts for trading purposes.

For our derivative instruments designated as cash flow hedges, the amounts recognized in earnings related to the ineffective portion were not material in each of the periods presented, and we did not exclude any component of the changes in fair value of the derivative instruments from the assessment of hedge effectiveness. As of September 30, 2015, we have estimated that approximately \$19 million of net derivative gains related to our cash flow hedges included in accumulated other comprehensive income will be reclassified into earnings within the next 12 months.

Interest Rate Contracts

In connection with the July 2014 issuance of our fixed rate notes due 2019, 2021 and 2024, we entered into certain interest rate swap agreements that have the economic effect of modifying the fixed interest obligations associated with \$2.4 billion of these notes so that the interest payable on these senior notes effectively became variable based on London InterBank Offered Rate (LIBOR) plus a spread. We have designated these swap agreements as qualifying hedging instruments and are accounting for them as fair value hedges. These transactions are characterized as fair value hedges for financial accounting purposes because they protect us against changes in the fair value of certain of our fixed rate borrowings due to benchmark interest rate movements. Changes in the fair values of these interest rate swap agreements are recognized in other assets or other liabilities with a corresponding increase or decrease in long-term debt. Each quarter we pay interest based on LIBOR plus a spread to the counterparty and on a semi-annual basis receive interest from the counterparty per the fixed rate of these senior notes. The net amount is recognized as interest expense in interest and other, net. The ineffective portion of the unrealized gains and losses on these contracts,

if any, is recorded immediately in earnings. We evaluate the effectiveness of our contracts on a quarterly basis. We do not use any interest rate swap agreements for trading purposes.

For our derivative instruments designated as fair value hedges, the amounts recognized in earnings related to the ineffective portion were not material in each of the periods presented, and we did not exclude any component of the changes in fair value of the derivative instruments from the assessment of hedge effectiveness.

eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

## Fair Value of Derivative Contracts

The fair values of our outstanding derivative instruments as of September 30, 2015 and December 31, 2014 were as follows:

	Balance Sheet Location	September 30, 2015 (In millions)	December 31, 2014
<b>Derivative Assets:</b>			
Foreign exchange contracts designated as cash flow hedges	Other Current Assets	\$30	\$42
Foreign exchange contracts not designated as hedging instruments	Other Current Assets	32	20
Interest rate contracts designated as fair value hedges	Other Assets	77	22
Total derivative assets		\$139	\$84
<b>Derivative Liabilities:</b>			
Foreign exchange contracts designated as cash flow hedges	Other Current Liabilities	\$5	\$—
Foreign exchange contracts not designated as hedging instruments	Other Current Liabilities	27	20
Total derivative liabilities		\$32	\$20
Total fair value of derivative instruments		\$107	\$64

Under the master netting agreements with the respective counterparties to our derivative contracts, subject to applicable requirements, we are allowed to net settle transactions of the same type with a single net amount payable by one party to the other. However, we have elected to present the derivative assets and derivative liabilities on a gross basis on our condensed consolidated balance sheet. As of September 30, 2015, the potential effect of rights of set-off associated with the foreign exchange contracts discussed above would be an offset to both assets and liabilities by \$22 million, resulting in net derivative assets and derivative liabilities of \$40 million and \$10 million, respectively. We are not required to pledge, nor are we entitled to receive, collateral related to our foreign exchange derivative transactions. As of September 30, 2015, we had neither pledged nor received collateral related to our interest rate derivative transactions.

## Effect of Derivative Contracts on Accumulated Other Comprehensive Income

The following table summarizes the activity of derivative contracts that qualify for hedge accounting as of September 30, 2015 and December 31, 2014, and the impact of these derivative contracts on accumulated other comprehensive income for the nine months ended September 30, 2015:

December 31, 2014	Amount of gain (loss) recognized in other comprehensive income (effective portion)	Amount of gain (loss) reclassified from accumulated other comprehensive income	September 30, 2015
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	(In millions)		to net revenue and operating expense (effective portion)	
Foreign exchange contracts designated as cash flow hedges	\$41	\$29	\$51	\$19

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eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes the activity of derivative contracts that qualify for hedge accounting as of September 30, 2014 and December 31, 2013, and the impact of these derivative contracts on accumulated other comprehensive income for the nine months ended September 30, 2014:

	December 31, 2013	Amount of gain (loss) recognized in other comprehensive income (effective portion)	Amount of gain (loss) reclassified from accumulated other comprehensive income to net revenue and operating expense (effective portion)	September 30, 2014
	(In millions)			
Foreign exchange contracts designated as cash flow hedges	\$(15	) \$42	\$(8	) \$35

## Effect of Derivative Contracts on Condensed Consolidated Statement of Income

The following table provides the location in our financial statements of the recognized gains or losses related to our foreign exchange derivative instruments:

	Three Months Ended September 30, 2015		Nine Months Ended September 30, 2015	
	2014	2014	2014	2014
	(In millions)			
Foreign exchange contracts designated as cash flow hedges recognized in cost of net revenues and operating expenses	\$19	\$—	\$51	\$(8)
Foreign exchange contracts not designated as hedging instruments recognized in interest and other, net	13	13	(2)	(1)
Total gain (loss) recognized from foreign exchange derivative contracts in the condensed consolidated statement of income	\$32	\$13	\$49	\$(9)

\$8 million in net derivative gains and \$8 million in net derivative losses recognized in interest and other, net, during the three and nine months ended September 30, 2015, respectively, pertained to foreign exchange contracts not designated as hedging instruments used to mitigate the effect of translation in future periods.

The following table provides the location in our financial statements of the recognized gains or losses related to our interest rate derivative instruments:

	Three Months Ended September 30, 2015		Nine Months Ended September 30, 2015	
	2014	2014	2014	2014
	(In millions)			
Gain (loss) from interest rate contracts designated as fair value hedges recognized in interest and other, net	\$56	\$(10)	\$55	\$(10)
	(56)	) 10	(55)	) 10

Gain (loss) from hedged items attributable to hedged risk  
recognized in interest and other, net  
Total gain (loss) recognized from interest rate derivative  
contracts in the condensed consolidated statement of income      \$—              \$—              \$—              \$—

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eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

## Notional Amounts of Derivative Contracts

Derivative transactions are measured in terms of the notional amount, but this amount is not recorded on the balance sheet and is not, when viewed in isolation, a meaningful measure of the risk profile of the derivative instruments. The notional amount is generally not exchanged, but is used only as the basis on which the value of foreign exchange payments under these contracts is determined. The following table provides the notional amounts of our outstanding derivatives:

	September 30, 2015	2014
	(In millions)	
Foreign exchange contracts designated as cash flow hedges	\$705	\$429
Foreign exchange contracts not designated as hedging instruments	2,890	2,275
Interest rate contracts designated as fair value hedges	2,400	2,400
Total	\$5,995	\$5,104

## Note 9 — Debt

The following table summarizes the carrying value of our outstanding debt:

	Coupon Rate	Carrying Value as of September 30, 2015	Effective Interest Rate	Carrying Value as of December 31, 2014	Effective Interest Rate
(In millions, except percentages)					
Long-Term Debt					
Floating Rate Notes:					
Senior notes due 2017	LIBOR plus 0.20%	\$450	0.574	% \$450	0.560 %
Senior notes due 2019	LIBOR plus 0.48%	400	0.819	% 400	0.811 %
Fixed Rate Notes:					
Senior notes due 2017	1.350 %	1,000	1.456	% 1,000	1.456 %
Senior notes due 2019	2.200 %	1,148	2.346	% 1,148	2.346 %
Senior notes due 2020	3.250 %	499	3.389	% 498	3.389 %
Senior notes due 2021	2.875 %	749	2.993	% 749	2.993 %
Senior notes due 2022	2.600 %	999	2.678	% 999	2.678 %
Senior notes due 2024	3.450 %	749	3.531	% 749	3.531 %
Senior notes due 2042	4.000 %	743	4.114	% 743	4.114 %
Total senior notes		6,737		6,736	
Hedge accounting fair value adjustments		77		22	
Other indebtedness		—		19	
Total long-term debt		\$6,814		\$6,777	
Short-Term Debt					
Senior notes due 2015	— %	—	0.820	% 250	0.820 %
Senior notes due 2015	1.625 %	600	1.805	% 600	1.805 %

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Other indebtedness	25	—
Total short-term debt	625	850
Total Debt	\$7,439	\$7,627

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eBay Inc.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Senior Notes

During the nine months ended September 30, 2015, \$250 million aggregate principal amount of 0.70% fixed rate notes due 2015 matured and was repaid during the quarter.

Interest on the floating rate notes is paid quarterly. Interest on the fixed rate notes is payable semi-annually. The floating rate notes are not redeemable prior to maturity. We may redeem some or all of the fixed rate notes of each series at any time and from time to time prior to their maturity, generally at a make-whole redemption price.

To help achieve our interest rate risk management objectives, in connection with the previous issuance of senior notes, we entered into interest rate swap agreements that effectively converted \$2.4 billion of our fixed rate debt to floating rate debt based on LIBOR plus a spread. These swaps were designated as fair value hedges against changes in the fair value of certain fixed rate senior notes resulting from changes in interest rates. The gains and losses related to changes in the fair value of interest rate swaps substantially offset changes in the fair value of the hedged portion of the underlying debt that are attributable to changes in market interest rates.

The effective interest rates for our senior notes include the interest payable, the amortization of debt issuance costs and the amortization of any original issue discount on these senior notes. Interest on these senior notes is payable either quarterly or semiannually. Interest expense associated with our senior notes, including amortization of debt issuance costs, during the three months ended September 30, 2015 and 2014 was approximately \$46 million and \$32 million, respectively. At September 30, 2015, the estimated fair value of these senior notes was approximately \$7.1 billion.

The indenture pursuant to which the senior notes were issued includes customary covenants that, among other things and subject to exceptions, limit our ability to incur, assume or guarantee debt secured by liens on specified assets or enter into sale and lease-back transactions with respect to specified properties, and also includes customary events of default.

Other Indebtedness

Our other indebtedness is comprised of overdraft facilities. We have formal overdraft facilities in India bearing interest on drawn balances at a rate of approximately 9% to 10% per annum. Drawn balances are expected to be repaid in less than one year.

Commercial Paper

We have an up to \$2 billion commercial paper program pursuant to which we may issue commercial paper notes with maturities of up to 397 days from the date of issue in an aggregate principal amount at maturity of up to \$2 billion outstanding at any time. As of September 30, 2015, there were no commercial paper notes outstanding.

Credit Agreement

As of September 30, 2015, no borrowings or letters of credit were outstanding under our \$3 billion credit agreement. However, as described above, we have an up to \$2 billion commercial paper program and therefore maintain \$2 billion of available borrowing capacity under our credit agreement in order to repay commercial paper borrowings in the event we are unable to repay those borrowings from other sources when they become due. As a result, at

September 30, 2015, \$1 billion of borrowing capacity was available for other purposes permitted by the credit agreement. The credit agreement includes customary representations, warranties, affirmative and negative covenants, including a financial covenant, events of default and indemnification provisions in favor of the banks. The negative covenants include restrictions regarding the incurrence of liens, subject to certain exceptions. The financial covenant requires us to meet a quarterly financial test with respect to a minimum consolidated interest coverage ratio.

We were in compliance with all covenants in our outstanding debt instruments for the three-month period ended September 30, 2015.

eBay Inc.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

## Note 10 — Commitments and Contingencies

### Litigation and Other Legal Matters

#### Overview

We are involved in legal and regulatory proceedings on an ongoing basis. Many of these proceedings are in early stages and may seek an indeterminate amount of damages. If we believe that a loss arising from such matters is probable and can be reasonably estimated, we accrue the estimated liability in our financial statements. If only a range of estimated losses can be determined, we accrue an amount within the range that, in our judgment, reflects the most likely outcome; if none of the estimates within that range is a better estimate than any other amount, we accrue the low end of the range. For those proceedings in which an unfavorable outcome is reasonably possible but not probable, we have disclosed an estimate of the reasonably possible loss or range of losses or we have concluded that an estimate of the reasonably possible loss or range arising directly from the proceeding (i.e., monetary damages or amounts paid in judgment or settlement) are not material. If we cannot estimate the probable or reasonably possible loss or range of losses arising from a proceeding, we have disclosed that fact. In assessing the materiality of a proceeding, we evaluate, among other factors, the amount of monetary damages claimed, as well as the potential impact of non-monetary remedies sought by plaintiffs (e.g., injunctive relief) that may require us to change our business practices in a manner that could have a material adverse impact on our business. With respect to the matters disclosed in this Note 10, we are unable to estimate the possible loss or range of losses that could potentially result from the application of such non-monetary remedies.

Amounts accrued for legal and regulatory proceedings for which we believe a loss is probable were not material for the nine months ended September 30, 2015. Except as otherwise noted for the proceedings described in this Note 10, we have concluded, based on currently available information, that reasonably possible losses arising directly from the proceedings (i.e., monetary damages or amounts paid in judgment or settlement) in excess of our recorded accruals are also not material. However, legal and regulatory proceedings are inherently unpredictable and subject to significant uncertainties. If one or more matters were resolved against us in a reporting period for amounts in excess of management's expectations, the impact on our operating results or financial condition for that reporting period could be material.

#### Litigation

In March 2015, StubHub filed suit against Ticketmaster and the Golden State Warriors, alleging antitrust and various state law violations arising out of the defendants' restrictive ticketing practices, which include prohibiting the resale of Warriors tickets on StubHub or any other non-Ticketmaster secondary exchange (StubHub, Inc. v. Golden State Warriors, LLC et al, N.D. Cal. No. 3:15-cv-01436). StubHub filed a First Amended Complaint on June 30, 2015. Discovery has not yet started and no trial date has been set.

#### Regulatory Proceedings

In May 2014, we publicly announced that criminals were able to penetrate our network and steal certain data, including user names, encrypted user passwords and other non-financial user data. Upon making this announcement, we required all buyers and sellers on our platform to reset their passwords in order to login to their account. In addition to making this public announcement, we proactively approached a number of regulatory and governmental bodies, including those with the most direct supervisory authority over our data privacy and data security programs, to specifically inform them of the incident and our actions to protect our customers in response. Certain of those



regulatory agencies have requested us to provide further, more detailed information regarding the incident, and we believe that we have fully cooperated in all of those requests. To date, we have not been informed by any regulatory authority of an intention to bring any enforcement action arising from this incident; however, in the future we may be subject to fines or other regulatory action. In addition, in July 2014, a putative class action lawsuit was filed against us for alleged violations and harm resulting from the incident. The lawsuit was recently dismissed with leave to amend.

#### General Matters

Other third parties have from time to time claimed, and others may claim in the future, that we have infringed their intellectual property rights. We are subject to patent disputes, and expect that we will increasingly be subject to additional patent infringement claims involving various aspects of our business as our products and services continue to expand in scope and complexity. Such claims may be brought directly or indirectly against our companies and/or against our customers (who

eBay Inc.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

may be entitled to contractual indemnification under their contracts with us), and we are subject to increased exposure to such claims as a result of our recent acquisitions, particularly in cases where we are entering into new lines of business or acquiring new technologies in connection with such acquisitions. We have in the past been forced to litigate such claims. We may also become more vulnerable to third-party claims as laws such as the Digital Millennium Copyright Act, the Lanham Act and the Communications Decency Act are interpreted by the courts, and as we expand the scope of our business (both in terms of the range of products and services that we offer and our geographical operations) and become subject to laws in jurisdictions where the underlying laws with respect to the potential liability of online intermediaries like ourselves are either unclear or less favorable. We believe that additional lawsuits alleging that we have violated patent, copyright or trademark laws will be filed against us. Intellectual property claims, whether meritorious or not, are typically time consuming and costly to defend and resolve, could require expensive changes in our methods of doing business or could require us to enter into costly royalty or licensing agreements on unfavorable terms.

From time to time, we are involved in other disputes or regulatory inquiries that arise in the ordinary course of business, including suits by our users (individually or as class actions) alleging, among other things, improper disclosure of our prices, rules or policies, that our practices, prices, rules, policies or customer/user agreements violate applicable law or that we have acted unfairly and/or not acted in conformity with such prices, rules, policies or agreements. Further, the number and significance of these disputes and inquiries are increasing as we have grown larger, our businesses have expanded in scope (both in terms of the range of products and services that we offer and our geographical operations) and our products and services have increased in complexity. Any claims or regulatory actions against us, whether meritorious or not, could be time consuming, result in costly litigation, damage awards (including statutory damages for certain causes of action in certain jurisdictions), injunctive relief or increased costs of doing business through adverse judgment or settlement, require us to change our business practices in expensive ways, require significant amounts of management time, result in the diversion of significant operational resources or otherwise harm our business.

#### Indemnification Provisions

In the ordinary course of business, we have included limited indemnification provisions in certain of our agreements with parties with which we have commercial relations, including our standard marketing, promotions and application-programming-interface license agreements. Under these contracts, we generally indemnify, hold harmless and agree to reimburse the indemnified party for losses suffered or incurred by the indemnified party in connection with claims by a third party with respect to our domain names, trademarks, logos and other branding elements to the extent that such marks are applicable to our performance under the subject agreement. In certain cases, we have agreed to provide indemnification for intellectual property infringement. It is not possible to determine the maximum potential loss under these indemnification provisions due to our limited history of prior indemnification claims and the unique facts and circumstances involved in each particular provision. To date, losses recorded in our consolidated statement of income in connection with our indemnification provisions have not been significant, either individually or collectively.

#### Off-Balance Sheet Arrangements

As of September 30, 2015, we had no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our consolidated financial condition, results of operations, liquidity, capital expenditures or capital resources.

We have a cash pooling arrangement with a financial institution for cash management purposes. This arrangement allows for cash withdrawals from the financial institution based upon our aggregate operating cash balances held within the same financial institution (“Aggregate Cash Deposits”). This arrangement also allow us to withdraw amounts exceeding the Aggregate Cash Deposits up to an agreed-upon limit. The net balance of the withdrawals and the Aggregate Cash Deposits are used by the financial institution as a basis for calculating our net interest expense or income under the arrangement. As of September 30, 2015, we had a total of \$2.9 billion in cash withdrawals offsetting our \$2.9 billion in Aggregate Cash Deposits held within the financial institution under the cash pooling arrangements.

eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

## Note 11 — Stock Repurchase Programs

In January 2014, our Board authorized a stock repurchase program that provided for the repurchase of up to an additional \$5 billion of our common stock, with no expiration from the date of authorization. In January 2015, our Board authorized an additional \$2 billion stock repurchase program, with no expiration from the date of authorization. In July 2015, our Board authorized an additional \$1 billion stock repurchase program, with no expiration from the date of authorization. The stock repurchase programs are intended to offset the impact of dilution from our equity compensation programs and, subject to market conditions and other factors, to make opportunistic repurchases of our common stock to reduce our outstanding share count. Any share repurchases under our stock repurchase programs may be made through open market transactions, block trades, privately negotiated transactions (including accelerated share repurchase transactions) or other means at times and in such amounts as management deems appropriate and will be funded from our working capital or other financing alternatives.

Our stock repurchase programs may be limited or terminated at any time without prior notice. The timing and actual number of shares repurchased will depend on a variety of factors, including corporate and regulatory requirements, price and other market conditions and management's determination as to the appropriate use of our cash.

The stock repurchase activity under our stock repurchase programs during the nine months ended September 30, 2015 is summarized as follows:

	Shares Repurchased	Average Price per Share <sup>(1)</sup>	Value of Shares Repurchased	Remaining Amount Authorized
(In millions, except per share amounts)				
Balance as of January 1, 2015				\$985
Authorization of additional plan in January 2015				2,000
Repurchase of shares of common stock prior to the Distribution	18	\$56.95	1,000	(1,000 )
Authorization of additional plan in July 2015				1,000
Repurchase of shares of common stock subsequent to the Distribution	21	\$27.36	599	(599 )
Balance as of September 30, 2015				\$2,386

(1) Stock repurchase activity excludes broker commissions.

In 2015, we repurchased 39 million shares of common stock totaling \$1,599 million. These amounts differ from the stock repurchase balances in the condensed consolidated statements of cash flows due to unsettled stock repurchases at September 30, 2015.

As of September 30, 2015, a total of approximately \$2.4 billion remained available for future repurchases of our common stock under our January 2015 and July 2015 stock repurchase programs. These repurchased shares of common stock were recorded as treasury stock and were accounted for under the cost method. No repurchased shares of common stock have been retired.

## Note 12 — Stock-Based Plans

In connection with the Distribution, restricted and deferred stock awards and employee stock option awards were modified and converted into new equity awards using conversion ratios designed to preserve the value of these awards to the holders immediately prior to the Distribution. On July 17, 2015, employees holding stock options, restricted stock awards or units, deferred stock awards, and Employee Stock Purchase Plan (ESPP) awards denominated in pre-Distribution eBay stock received a number of otherwise-similar awards in post-Distribution eBay stock and/or PayPal stock based on the conversion ratios outlined for each group of employees in the Employee Matters Agreement. Adjustments to our outstanding stock based compensation awards, including ESPP awards, resulted in additional compensation expense of approximately \$68 million to be recognized over the remaining vesting life of the underlying awards.

eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

## Stock Option Activity

The following table summarizes stock option activity for the nine months ended September 30, 2015:

	Options (In millions)
Outstanding as of January 1, 2015	10
Granted and assumed	2
Exercised	(5 )
Forfeited/expired/canceled	(1 )
Adjustment due to the Distribution	2
Outstanding as of September 30, 2015	8

The weighted average exercise price of stock options granted during the period was \$48.99 per share and the related weighted average grant date fair value was \$13.58 per share.

## Restricted Stock Unit Activity

The following table summarizes restricted stock unit ("RSU") activity for the nine months ended September 30, 2015:

	Units (In millions)
Outstanding as of January 1, 2015	36
Awarded and assumed	18
Vested	(12 )
Forfeited	(7 )
Adjustment due to the Distribution	10
Outstanding as of September 30, 2015	45

The weighted average grant date fair value for RSUs awarded during the period was \$56.35 per share.

## Stock-Based Compensation Expense

The impact on our results of operations of recording stock-based compensation expense for the three and nine months ended September 30, 2015 and 2014 was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(In millions)			
Cost of net revenues	\$10	\$8	\$28	\$23
Sales and marketing	28	24	75	71
Product development	29	30	83	90
General and administrative	26	24	115	67
Total stock-based compensation expense	\$93	\$86	\$301	\$251
Capitalized in product development	\$3	\$3	\$9	\$9



eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

## Stock Option Valuation Assumptions

We calculated the fair value of each stock option award on the date of grant using the Black-Scholes option pricing model. The following weighted average assumptions were used for the three and nine months ended September 30, 2015 and 2014:

	Three Months Ended		Nine Months Ended		
	September 30,		September 30,		
	2015	2014	2015	2014	%
Risk-free interest rate	1.47	% 1.27	% 1.39	% 1.19	%
Expected life (in years)	4.4	3.9	4.1	4.1	
Dividend yield	—	% —	% —	% —	%
Expected volatility	26	% 27	% 27	% 29	%

Our computation of expected volatility is based on a combination of historical and market-based implied volatility from traded options on our common stock. Our computation of expected life is based on historical experience of similar awards, giving consideration to the contractual terms of the stock-based awards, vesting schedules and expectations of future employee behavior. The interest rate for periods within the contractual life of the award is based on the U.S. Treasury yield curve in effect at the time of grant.

## Note 13 — Income Taxes

We are subject to both direct and indirect taxation in the U.S. and various states and foreign jurisdictions. We are under examination by certain tax authorities for the 2003 to 2013 tax years. We believe that adequate amounts have been reserved for any adjustments that may ultimately result from these or other examinations. The material jurisdictions where we are subject to potential examination by tax authorities for certain tax years after 2002 include, among others, the U.S. (Federal and California), France, Germany, Italy, Korea, Israel, Switzerland, Singapore, United Kingdom and Canada.

Although the timing of the resolution and/or closure of audits is highly uncertain, it is reasonably possible that the balance of gross unrecognized tax benefits could significantly change in the next 12 months. However, given the number of years remaining subject to examination and the number of matters being examined, we are unable to estimate the full range of possible adjustments to the balance of gross unrecognized tax benefits.

On July 27, 2015, in *Altera Corp. v. Commissioner*, the U.S. Tax Court issued an opinion related to the treatment of stock-based compensation expense in an intercompany cost-sharing arrangement. A final decision has yet to be issued by the Tax Court. At this time, the U.S. Department of the Treasury has not withdrawn the requirement to include stock-based compensation from its regulations. Due to the uncertainty surrounding the status of the current regulations, questions related to the scope of potential benefits or obligations, and the risk of the Tax Court's decision being overturned upon appeal, we have not recorded any benefit or expense as of September 30, 2015. We will continue to monitor ongoing developments and potential impacts to our consolidated financial statements.



eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

## Note 14 — Accumulated Other Comprehensive Income

The following table summarizes the changes in accumulated balances of other comprehensive income for the three months ended September 30, 2015:

	Unrealized Gains (Losses) on Cash Flow Hedges (In millions)	Unrealized Gains on Investments	Foreign Currency Translation	Estimated tax (expense) benefit	Total
Beginning balance	\$105	\$1,151	\$90	\$(404)	\$942
Other comprehensive income (loss) before reclassifications	21	(439)	(182)	156	(444)
Amount of gain (loss) reclassified from accumulated other comprehensive income	40	3	—	—	43
Net current period other comprehensive income	(19)	(442)	(182)	156	(487)
Distribution of PayPal	(67)	3	52	—	(12)
Ending balance	\$19	\$712	\$(40)	\$(248)	\$443

The following table summarizes the changes in accumulated balances of other comprehensive income for the nine months ended September 30, 2015:

	Unrealized Gains (Losses) on Cash Flow Hedges (In millions)	Unrealized Gains on Investments	Foreign Currency Translation	Estimated tax (expense) benefit	Total
Beginning balance	\$168	\$1,029	\$334	\$(360)	\$1,171
Other comprehensive income (loss) before reclassifications	102	(319)	(426)	112	(531)
Amount of gain (loss) reclassified from accumulated other comprehensive income	184	1	—	—	185
Net current period other comprehensive income	(82)	(320)	(426)	112	(716)
Distribution of PayPal	(67)	3	52	—	(12)
Ending balance	\$19	\$712	\$(40)	\$(248)	\$443

The following table summarizes the changes in accumulated balances of other comprehensive income for the three months ended September 30, 2014:

	Unrealized Gains (Losses) on Cash Flow Hedges (In millions)	Unrealized Gains on Investments	Foreign Currency Translation	Estimated tax (expense) benefit	Total
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Beginning balance	\$ (69	) \$ 840	\$ 748	\$ (288	) \$ 1,231
Other comprehensive income (loss) before reclassifications	158	88	(214	) (35	) (3
Amount of gain (loss) reclassified from accumulated other comprehensive income	(16	) 21	—	—	5
Net current period other comprehensive income	174	67	(214	) (35	) (8
Ending balance	\$ 105	\$ 907	\$ 534	\$ (323	) \$ 1,223

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eBay Inc.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes the changes in accumulated balances of other comprehensive income for the nine months ended September 30, 2014:

	Unrealized Gains (Losses) on Cash Flow Hedges (In millions)	Unrealized Gains on Investments	Foreign Currency Translation	Estimated tax (expense) benefit	Total
Beginning balance	\$ (106 )	\$ 921	\$ 657	\$ (316 )	\$ 1,156
Other comprehensive income (loss) before reclassifications	147	21	(123 )	(7 )	38
Amount of gain (loss) reclassified from accumulated other comprehensive income	(64 )	35	—	—	(29 )
Net current period other comprehensive income	211	(14 )	(123 )	(7 )	67
Ending balance	\$ 105	\$ 907	\$ 534	\$ (323 )	\$ 1,223

The following table provides details about reclassifications out of accumulated other comprehensive income for the three and nine months ended September 30, 2015 and 2014:

Details about Accumulated Other Comprehensive Income Components	Affected Line Item in the Statement of Income	Amount of Gain (Loss) Reclassified from Accumulated Other Comprehensive Income			
		Three Months Ended September 30, 2015 (In millions)	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
Gains (losses) on cash flow hedges - foreign exchange contracts	Net Revenues	\$—	\$—	\$—	\$—
	Cost of net revenues	7	—	18	(2 )
	Sales and marketing	2	—	4	—
	Product development	9	—	25	(4 )
	General and administrative	1	—	4	(2 )
	Total, from continuing operations before income taxes	19	—	51	(8 )
	Provision for income taxes	—	—	—	—
	Total, from continuing operations net of income taxes	19	—	51	(8 )
	Total, from discontinued operations net of income taxes	21	(16 )	133	(56 )
	Total, net of income taxes	40	(16 )	184	(64 )

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Unrealized gains (losses) on investments	Interest and other, net	3	21	1	35
	Total, before income taxes	3	21	1	35
	Provision for income taxes	—	—	—	—
	Total, net of income taxes	3	21	1	35
Total reclassifications for the period	Total, net of income taxes	\$43	\$5	\$185	\$(29 )

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eBay Inc.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

## Note 15 — Restructuring

In January 2015, at a regular meeting of our Board, our Board approved a plan to implement a strategic reduction of our existing global workforce. As a result, we reduced our workforce globally. The reduction was completed in the first half of 2015. The restructuring costs are aggregated in general and administrative expenses in the condensed consolidated statement of income.

No restructuring costs were recognized during the three months ended September 30, 2015 and 2014. \$62 million restructuring costs were recognized during the nine months ended September 30, 2015 and no costs were recognized in the nine months ended September 30, 2014.

The following table summarizes the restructuring reserve activity during the nine months ended September 30, 2015:

	Employee Severance and Benefits (In millions)
Accrued liability as of January 1, 2015	\$—
Charges (benefit)	62
Payments	(59 )
Accrued liability as of September 30, 2015	\$3

Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements that involve expectations, plans or intentions (such as those relating to future business, future results of operations or financial condition, new or planned features or services, or management strategies). You can identify these forward-looking statements by words such as “may,” “will,” “would,” “should,” “could,” “expect,” “anticipate,” “believe,” “estimate,” “intend,” other similar expressions. These forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in our forward-looking statements. Such risks and uncertainties include, among others, those discussed in “Part II — Item 1A: Risk Factors” of this Quarterly Report on Form 10-Q as well as in our condensed consolidated financial statements, related notes, and the other information appearing elsewhere in this report and our other filings with the Securities and Exchange Commission, or the SEC. We do not intend, and undertake no obligation, to update any of our forward-looking statements after the date of this report to reflect actual results or future events or circumstances. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

You should read the following Management's Discussion and Analysis of Financial Condition and Results of Operations in conjunction with the unaudited condensed consolidated financial statements and the related notes that appear elsewhere in this report.

When we refer to “we,” “our,” “us” or “eBay” in this Quarterly Report on Form 10-Q, we mean the current Delaware corporation (eBay Inc.) and its California predecessor, as well as all of our consolidated subsidiaries, unless otherwise expressly stated or the context otherwise requires.

Overview

eBay Inc. is a global commerce leader, including eBay, Stubhub and eBay Classifieds platforms.

On July 17, 2015, we completed the distribution of 100% of the outstanding common stock of PayPal Holdings, Inc. (“PayPal”) to our stockholders (“Distribution”), pursuant to which PayPal became an independent company. Beginning in the third quarter of 2015, PayPal's financial results for periods prior to the Distribution have been reflected in our condensed consolidated statement of income, retrospectively, as discontinued operations. Additionally, the related assets and liabilities associated with the discontinued operations in the prior year are classified as discontinued operations in our condensed consolidated balance sheet. Pursuant to the terms of the separation and distribution agreement entered into between us and PayPal on June 26, 2015, upon Distribution, assets related to the PayPal business were transferred to, and liabilities related to the PayPal business were retained or assumed by, PayPal.

During the second quarter of 2015, our Board of Directors (“Board”) approved a plan to sell the businesses underlying our Enterprise segment (“Enterprise”). As a result, the Enterprise financial results were reflected in our condensed consolidated statement of income, retrospectively, as discontinued operations beginning in the second quarter of 2015. Additionally, the related assets and liabilities associated with the discontinued operations are classified as held for sale in our condensed consolidated balance sheet. On July 16, 2015, we signed a definitive agreement to sell Enterprise and, subject to customary closing conditions, we expect to close this transaction in the fourth quarter of 2015.

In January 2015, at a regular meeting of our Board, our Board approved a plan to implement a strategic reduction of our existing global workforce. The reduction was completed in the first half of 2015 and is expected to generate

annual savings of more than \$150 million, primarily impacting sales and marketing and product development expenses. The savings in these line items are expected to be offset by additional expenses as we reinvest back into these areas of the business to drive additional growth.

We have incurred significant costs in connection with the Distribution and pending sale of Enterprise. These costs relate primarily to third-party advisory and consulting services, retention payments to certain employees, incremental stock-based compensation and other costs directly related to the Distribution and the pending sale of Enterprise. Costs related to employees for retention or stock-based compensation are classified on a basis consistent with their regular compensation charges and included within cost of net revenues, sales and marketing, product development or general and administrative in our condensed consolidated statement of income as applicable. Costs other than those paid to employees are included within general and

administrative in our condensed consolidated statement of income. The majority of these costs are reflected in our condensed consolidated statement of income as discontinued operations for all periods presented.

### Impact of Foreign Currency Exchange Rates

Our commerce platforms operate globally, resulting in certain revenues that are denominated in foreign currencies, primarily the Euro, British pound, Korean won and Australian dollar, subjecting us to foreign currency risk which may adversely impact our financial results. We calculate the year-over-year impact of foreign currency movements using prior period foreign currency rates applied to current year transactional currency amounts. The foreign exchange (FX) neutral, or constant currency, net revenue amount is a non-GAAP financial measure and is not in accordance with, or an alternative to, measures prepared in accordance with generally accepted accounting principles ("GAAP"). The information in this section should be read in connection with the information in "Non-GAAP Measure of Financial Performance."

Because we generated a majority of our net revenues internationally, including the three months ended September 30, 2015 and 2014, we are subject to the risks of doing business in foreign countries as discussed under "Part II - Item 1A - Risk Factors."

The following table sets forth a reconciliation of FX-Neutral GMV (as defined below) and FX-Neutral net revenues to our reported GMV and net revenues for the periods presented:

	Three Months Ended September 30, 2015			Three Months Ended September 30, 2014		
	As Reported	Exchange Rate Effect <sup>(1)</sup>	FX-Neutral <sup>(2)</sup>	As Reported	As Reported Percent Change	FX-Neutral Percent Change
	(In millions)					
GMV <sup>(3)</sup>	\$19,601	\$(1,539)	\$21,140	\$20,034	(2)%	6%
Net revenues	\$2,099	\$(159)	\$2,258	\$2,150	(2)%	5%
	Nine Months Ended September 30, 2015			Nine Months Ended September 30, 2014		
	As Reported	Exchange Rate Effect <sup>(1)</sup>	FX-Neutral <sup>(2)</sup>	As Reported	As Reported Percent Change	FX-Neutral Percent Change
	(In millions)					
GMV <sup>(3)</sup>	\$59,813	\$(4,460)	\$64,273	\$60,959	(2)%	5%
Net revenues	\$6,270	\$(481)	\$6,751	\$6,467	(3)%	4%

(1) Year-over-year impact of foreign currency movements using prior period foreign currency rates applied to current year transactional currency amounts.

(2) For GMV, the amount that would have occurred had foreign currency exchange rates in the reported period been the same as those in effect in the same period in the prior year. For net revenues, the non-GAAP financial measure that would have occurred had foreign currency exchange rates in the reported period been the same as those in effect in the same period in the prior year.

(3)



We define Gross Merchandise Volume or GMV as the total value of all successfully closed transactions between users on our platforms (excluding eBay's classifieds websites, brands4friends and Shopping.com) during the applicable period regardless of whether the buyer and seller actually consummated the transaction; excludes vehicles and real estate gross merchandise volume. We believe that GMV provides a useful measure of the overall volume of closed transactions that flow through our platforms in a given period, notwithstanding the inclusion in GMV of closed transactions that are not ultimately consummated.

The effect of foreign currency exchange rate movements during the three and nine months ended September 30, 2015 was due to the strengthening of the U.S. dollar against other currencies, primarily the Euro, the British pound, and the Korean won.

## Results of Operations

## Summary of Net Revenues

We generate two types of net revenues: net transaction revenues and marketing services and other revenues. Our net transaction revenues are derived principally from listing fees, final value fees (which are fees payable on transactions closed on our platforms), and other service fees. Our marketing services and other revenues are derived principally from the sale of advertisements, revenue sharing arrangements, classifieds fees, marketing service fees and lead referral fees.

The following table sets forth the breakdown of net revenues by type and geography for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(In millions)			
Net Revenues by Type:				
Net transaction revenues	\$1,659	\$1,703	\$5,012	\$5,144
Marketing services and other revenues	440	447	1,258	1,323
Total net revenues	\$2,099	\$2,150	\$6,270	\$6,467
Net Revenues by Geography:				
U.S.	\$901	\$871	\$2,634	\$2,572
International	1,198	1,279	3,636	3,895
Total net revenues	\$2,099	\$2,150	\$6,270	\$6,467

Revenues are attributed to U.S. and international geographies based primarily upon the country in which the seller, website that displays advertising, other service provider, or customer, as the case may be, is located.

The following table sets forth, for the periods presented, certain key operating metrics that we believe are significant factors affecting our net revenues:

	Three Months Ended September 30,		Percent Change	Nine Months Ended September 30,		Percent Change
	2015	2014		2015	2014	
	(In millions, except percentage changes)					
Supplemental Operating Data: <sup>(1)</sup>						
GMV	\$19,601	\$20,034	(2 )%	\$59,813	\$60,959	(2 )%
Transaction Take Rate <sup>(2)</sup>	8.46	% 8.50	% (0.04 )%	8.38	% 8.44	% (0.06 )%

(1) eBay's classifieds websites, brands4friends and Shopping.com are not included in these metrics.

(2) Total net transaction revenues divided by Gross Merchandise Volume.

## Seasonality

The following table sets forth, for the periods presented, our total net revenues and the sequential quarterly changes in these net revenues:

	Three Months Ended				
	March 31	June 30	September 30	December 31	
	(In millions, except percentage changes)				
2014					
Net revenues	\$2,149	\$2,168	\$2,150	\$2,323	
Percent change from prior quarter	(6	)% 1	% (1	)% 8	%
2015					
Net revenues	\$2,061	\$2,110	\$2,099	—	
Percent change from prior quarter	(11	)% 2	% (1	)% —	%

We expect transaction activity patterns on our platforms to mirror general consumer buying patterns. We expect that these trends will continue.

## Net Transaction Revenues

Net transaction revenues decreased \$44 million, or 3%, while GMV decreased 2% during the three months ended September 30, 2015 compared to the same period in the prior year. The decrease in net transaction revenues and GMV was driven primarily by a negative impact from foreign currency movements relative to the U.S. dollar. Excluding the impact of foreign currency movements, FX-Neutral GMV and FX-Neutral net revenue (which primarily consists of net transaction revenue) increased 6% and 5%, respectively, during the three months ended September 30, 2015 compared to the same period in the prior year. The FX-Neutral GMV increase of 6% was driven primarily by an increase internationally and to a lesser extent, the U.S. The transaction take rate was lower during the three months ended September 30, 2015 compared to the same period in the prior year due to a shift in geographical and vertical mix, as well as an increase in our buyer and seller incentives, which are accounted for as a reduction of revenue.

Net transaction revenues decreased \$132 million, or 3%, while GMV decreased 2% during the nine months ended September 30, 2015 compared to the same period in the prior year. The decrease in net transaction revenues and GMV was driven primarily by a negative impact from foreign currency movements relative to the U.S. dollar. Excluding the impact of foreign currency movements, FX-Neutral GMV and FX-Neutral net revenue (which primarily consists of net transaction revenue) increased 5% and 4%, respectively, during the nine months ended September 30, 2015 compared to the same period in the prior year. The FX-Neutral GMV increase of 5% was driven primarily by an increase internationally and to a lesser extent, the U.S. The transaction take rate was lower during the nine months ended September 30, 2015 compared to the same period in the prior year due to a shift in geographical and vertical mix, as well as an increase in our buyer and seller incentives, which are accounted for as a reduction of revenue.

Net transaction revenues earned internationally totaled \$904 million and \$2.8 billion during the three and nine months ended September 30, 2015, respectively, representing 54% and 56% of total net transaction revenues during both those respective periods. Net transaction revenues earned internationally totaled \$963 million and \$3.0 billion during the three and nine months ended September 30, 2014, respectively, representing 57% and 58% of total net transaction revenues during those respective periods. Net transaction revenues earned internationally as a percentage of total net transaction revenue decreased during the three and nine months ended September 30, 2015 compared to the same period in the prior year, primarily due to a negative impact from foreign currency movements relative to the U.S. dollar.

Marketing Services and Other Revenues

Marketing services and other revenues decreased \$7 million, or 2%, during the three months ended September 30, 2015 compared to the same period of the prior year. The decrease was driven primarily by a negative impact from foreign currency movements relative to the U.S. dollar. Excluding the impact of foreign currency movements, marketing services and other revenues increased by a greater percentage than the FX-Neutral net revenue increase of 5% during the three months ended September 30, 2015 compared to the same period in the prior year, due primarily to a higher portion of foreign currency denominated revenues than net transaction revenues. The increase was driven primarily by increased revenue in local currencies from our classifieds platforms and fees earned for referral services. The increase in fees earned for referral services

consist primarily of fees for customers acquired and incentives for the usage of PayPal products on certain eBay platforms which were not included in marketing services and other revenues prior to the Distribution.

Marketing services and other revenues decreased \$65 million, or 5%, during the nine months ended September 30, 2015 compared to the same period of the prior year. The decrease was driven primarily by a negative impact from foreign currency movements relative to the U.S. dollar. Excluding the impact of foreign currency movements, marketing services and other revenues increased by a greater percentage than the FX-Neutral net revenue increase of 4% during the nine months ended September 30, 2015 compared to the same period in the prior year, due primarily to a higher portion of foreign currency denominated revenues than net transaction revenues. The increase was driven primarily by increased revenue in local currencies from our classifieds platforms and fees earned for referral services. The increase in fees earned for referral services consist primarily of fees for customers acquired and incentives for the usage of PayPal products on certain eBay platforms which were not included in marketing services and other revenues prior to the Distribution.

#### Summary of Cost of Net Revenues

The following table summarizes changes in cost of net revenues for the periods presented:

	Three Months Ended September 30,		Change from 2014 to 2015		Nine Months Ended September 30,		Change from 2014 to 2015	
	2015	2014	in Dollars	in %	2015	2014	in Dollars	in %
	(In millions, except percentages)							
Cost of net revenues	\$433	\$413	\$20	5 %	\$1,278	\$1,221	\$57	5 %
As a percentage of net revenues	20.6	% 19.2	%		20.4	% 18.9	%	

Cost of net revenues consists primarily of costs associated with customer support, site operations, and payment processing. Significant components of these costs include employee compensation, contractor costs, facilities costs, depreciation of equipment and amortization expense, bank transaction fees, and credit card interchange and assessment fees.

For the three months ended September 30, 2015, foreign currency movements relative to the U.S. dollar positively impacted cost of net revenues by \$22 million (inclusive of a positive impact of approximately \$7 million from hedging activities). For the nine months ended September 30, 2015, foreign currency movements relative to the U.S. dollar positively impacted cost of net revenues by \$62 million (inclusive of a positive impact of approximately \$18 million from hedging activities).

Cost of net revenues increased \$20 million, or 5%, during the three months ended September 30, 2015, compared to the same period of the prior year. The increase was due primarily to continued investment in our site operations and data centers and an increase in transaction fees for payment services offset by a favorable impact due to foreign currency movements relative to the U.S. dollar. The increase in transaction fees for payment services consists primarily of the impact of transaction fees for payment services provided by PayPal which were not included in cost of net revenues prior to the Distribution. Cost of net revenues as a percentage of net revenues was 20.6% and 19.2% respectively, for the three months ended September 30, 2015 and 2014.

Cost of net revenues increased \$57 million, or 5%, during the nine months ended September 30, 2015, compared to the same period of the prior year. The increase was due primarily to continued investment in our site operations and data centers and an increase in transaction fees for payment services offset by a favorable impact due to foreign currency movements relative to the U.S. dollar. The increase in transaction fees for payment services consists

primarily of the impact of transaction fees for payment services provided by PayPal which were not included in cost of net revenues prior to the Distribution. Cost of net revenues as a percentage of net revenues was 20.4% and 18.9%, respectively, for the nine months ended September 30, 2015 and 2014.

## Summary of Operating Expenses, Non-Operating Items and Provision for Income Taxes

The following table summarizes changes in operating expenses, non-operating items and provision for income taxes for the periods presented:

	Three Months Ended September 30,		Change from 2014 to 2015		Nine Months Ended September 30,		Change from 2014 to 2015	
	2015	2014	in Dollars	in %	2015	2014	in Dollars	in %
(In millions, except percentage changes)								
Sales and marketing	\$565	\$624	\$(59 )	(9 )%	\$1,672	\$1,815	\$(143 )	(8 )%
Product development	241	246	(5 )	(2 )%	694	747	(53 )	(7 )%
General and administrative	207	203	4	2 %	862	678	184	27 %
Provision for transaction losses	65	58	7	12 %	199	196	3	2 %
Amortization of acquired intangible assets	10	10	—	— %	30	65	(35 )	(54 )%
Interest and other, net	87	17	70	412 %	221	32	189	591 %
Provision for income taxes	(120 )	(104 )	(16 )	15 %	(332 )	(3,371 )	3,039	(90 )%

The following table summarizes operating expenses, non-operating items and provision for income taxes as a percentage of net revenues for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Sales and marketing	27 %	29 %	27 %	28 %
Product development	11 %	11 %	11 %	12 %
General and administrative	10 %	9 %	14 %	10 %
Provision for transaction losses	3 %	3 %	3 %	3 %
Amortization of acquired intangible assets	— %	— %	— %	1 %
Interest and other, net	4 %	1 %	4 %	— %
Provision for income taxes	6 %	5 %	5 %	52 %

For the three months ended September 30, 2015, foreign currency movements relative to the U.S. dollar positively impacted operating expenses by \$53 million (inclusive of a positive impact of approximately \$12 million from hedging activities). For the nine months ended September 30, 2015, foreign currency movements relative to the U.S. dollar positively impacted operating expenses by \$156 million (inclusive of a positive impact of approximately \$33 million from hedging activities).

## Sales and Marketing

Sales and marketing expenses consist primarily of advertising costs and marketing programs (both online and offline), employee compensation, contractor costs, facilities costs and depreciation on equipment. Online marketing expenses represent traffic acquisition costs in various channels such as paid search, affiliates marketing and display advertising. Offline advertising includes primarily brand campaigns and buyer/seller communications.

Sales and marketing expenses decreased \$59 million, or 9%, during the three months ended September 30, 2015 compared to the same period of the prior year. The decrease in sales and marketing expense was due primarily to the impact from foreign currency movements relative to the U.S. dollar, a decrease in marketing program costs due in part to a shift in certain buyer and seller incentives (for which associated expenses are recorded as a reduction in revenue

instead of sales and marketing expense) and employee-related savings from our global workforce reduction. Sales and marketing expense as a percentage of net revenues was 27% and 29%, respectively, for the three months ended September 30, 2015 and 2014.

Sales and marketing expenses decreased \$143 million, or 8%, during the nine months ended September 30, 2015 compared to the same period of the prior year. The decrease in sales and marketing expense was due primarily to the impact from foreign currency movements relative to the U.S. dollar, a decrease in marketing program costs due in part to a shift in certain buyer and seller incentives (for which associated expenses are recorded as a reduction in revenue instead of sales and



marketing expense) and employee-related savings from our global workforce reduction. Sales and marketing expense as a percentage of net revenues was 27% and 28%, respectively, for the nine months ended September 30, 2015 and 2014.

#### Product Development

Product development expenses consist primarily of employee compensation, contractor costs, facilities costs and depreciation on equipment. Product development expenses are net of required capitalization of major platforms and other product development efforts, including the development of our platform architecture, migration of certain platforms, and seller tools. Our top technology priorities include structured data, multi-screen capabilities, improved seller tools and buyer experiences.

Capitalized internal use and website development costs were \$7 million and \$32 million in the three and nine months ended September 30, 2015 compared to \$11 million and \$27 million in the three and nine months ended September 30, 2014 and are primarily reflected as a cost of net revenues when amortized in future periods.

Product development expenses decreased \$5 million, or 2%, during the three months ended September 30, 2015 compared to the same period of the prior year due primarily to the impact from foreign currency movements and hedging relative to the U.S. dollar. Product development expenses as a percentage of net revenues were 11% for both the three months ended September 30, 2015 and 2014.

Product development expenses decreased \$53 million, or 7%, during the nine months ended September 30, 2015 compared to the same period of the prior year due primarily to the impact from foreign currency movements and hedging relative to the U.S. dollar. Product development expenses as a percentage of net revenues were 11% and 12% for the nine months ended September 30, 2015 and 2014, respectively.

#### General and Administrative

General and administrative expenses consist primarily of employee compensation, contractor costs, facilities costs, depreciation of equipment, employer payroll taxes on stock-based compensation, legal expenses, restructuring, insurance premiums and professional fees. Our legal expenses, including those related to various ongoing legal proceedings, may fluctuate substantially from period to period.

General and administrative expenses increased \$4 million, or 2%, during the three months ended September 30, 2015 compared to the same period of the prior year. General and administrative expenses as a percentage of net revenues were 10% and 9% for the three months ended September 30, 2015 and 2014, respectively.

General and administrative expenses increased \$184 million, or 27%, during the nine months ended September 30, 2015 compared to the same period of the prior year. The increase was due primarily to restructuring costs related to our global workforce reduction, costs related to the Distribution (as discussed in Overview above) and expenses related to craigslist, Inc. litigation proceedings. General and administrative expenses as a percentage of net revenues were 14% and 10% for the nine months ended September 30, 2015 and 2014, respectively.

#### Provision for Transaction Losses

Provision for transaction losses consists primarily of transaction loss expense associated with our customer protection programs, fraud and chargebacks; and bad debt expense associated with our accounts receivable balance. We expect our provision for transaction losses to fluctuate depending on many factors, including changes to our customer protection programs and the impact of regulatory changes.

Provision for transaction losses increased \$7 million and \$3 million, or 12% and 2%, during the three and nine months ended September 30, 2015, respectively, compared to the same periods of the prior year due to higher customer protection program costs, partially offset by a decrease in bad debt expense. Provision for transaction losses as a percentage of net revenues was 3% for both the three months ended September 30, 2015 and 2014, and 3% for both the nine months ended September 30, 2015 and 2014.

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#### Amortization of Acquired Intangible Assets

From time to time we have purchased, and we expect to continue to purchase, assets and businesses. These purchase transactions generally result in the creation of acquired intangible assets with finite lives and lead to a corresponding increase in our amortization expense in periods subsequent to acquisition. We amortize intangible assets over the period of estimated benefit, using the straight-line method and estimated useful lives ranging from one to six years. Amortization of acquired intangible assets is also impacted by our sales of assets and businesses and timing of acquired intangible assets becoming fully amortized. See "Note 4 - Goodwill and Intangible Assets" to our condensed consolidated financial statements included in this report.

Amortization of acquired intangible assets was flat during the three months ended September 30, 2015 compared to the same period of the prior year. Amortization of acquired intangible asset decreased by \$35 million, or 54%, during the nine months ended September 30, 2015 compared to the same period of the prior year. The decrease was due to certain intangible assets becoming fully amortized during 2014.

#### Interest and Other, Net

Interest and other, net consists primarily of interest earned on cash, cash equivalents and investments, as well as foreign exchange transaction gains and losses, our portion of operating results from investments accounted for under the equity method of accounting, investment gain/loss on acquisitions or disposals and interest expense, consisting of interest charges on any amounts borrowed and commitment fees on unborrowed amounts under our credit agreement and interest expense on our outstanding debt securities and commercial paper, if any.

Interest and other, net increased \$70 million during the three months ended September 30, 2015 compared to the same period of the prior year. The increase in interest and other, net was due primarily to a gain on sale of investments partially offset by a decrease in interest income due to a lower overall cash, short-term investments and long-term investments balances after the Distribution.

Interest and other, net increased \$189 million during the nine months ended September 30, 2015 compared to the same period of the prior year. The increase in interest and other, net was due primarily to a gain on sale of investments partially offset by an increase in interest expense due to the issuance of debt securities in July 2014 and a decrease in interest income due to a lower overall cash, short-term investments and long-term investments balances after the Distribution.

#### Provision for Income Taxes

Our effective tax rate was 18% for the three months ended September 30, 2015 compared to 17% for the same period in the prior year. The increase in our effective tax rate for the three months ended September 30, 2015 compared to the same period of the prior year was primarily related to a shift in the geographic mix of our revenues and costs and a gain on sale of investments.

Our effective tax rate was 19% for the nine months ended September 30, 2015 compared to 190% for the same period in the prior year. The decrease in our effective tax rate for the nine months ended September 30, 2015 compared to the same period in the prior year was due primarily to a first quarter 2014 accrual of approximately \$3.0 billion of U.S. income and applicable foreign withholding taxes on \$9.0 billion of undistributed foreign earnings of certain of our foreign subsidiaries for 2013 and prior years.

From time to time, we engage in certain intercompany transactions and legal entity restructurings. We consider many factors when evaluating these transactions, including the alignment of our corporate structure with our organizational

objectives and the operational and tax efficiency of our corporate structure, as well as the long-term cash flows and cash needs of our different businesses. These transactions may impact our overall tax rate and/or result in additional cash tax payments. The impact in any period may be significant. These transactions may be complex and the impact of such transactions on future periods may be difficult to estimate.

We are regularly under examination by tax authorities both domestically and internationally. We believe that adequate amounts have been reserved for any adjustments that may ultimately result from these examinations, although we can provide no assurances that this will be the case given the inherent uncertainties in these examinations. Due to the ongoing tax examinations, we believe it is impractical to determine the amount and timing of these adjustments.

## Discontinued Operations

On July 17, 2015, we completed the Distribution, pursuant to which PayPal became an independent company. Beginning in the third quarter of 2015, PayPal's historical financial results for periods prior to the Distribution have been reflected in our condensed consolidated statement of income, retrospectively, as discontinued operations. Additionally, the related assets and liabilities associated with the discontinued operations in the prior year are classified as discontinued operations in our condensed consolidated balance sheet. Pursuant to the terms of the separation and distribution agreement entered into between us and PayPal on June 26, 2015, upon Distribution, assets related to the PayPal business were transferred to, and liabilities related to the PayPal business were retained or assumed by, PayPal. See "Note 3 - Discontinued Operations" to our condensed consolidated financial statements included in this report.

During the second quarter of 2015, our Board approved a plan to sell Enterprise. As a result, the Enterprise financial results were reflected in our condensed consolidated statement of income, retrospectively, as discontinued operations beginning in the second quarter of 2015. Additionally, the related assets and liabilities associated with the discontinued operations are classified as held for sale in our condensed consolidated balance sheet. On July 16, 2015, we signed a definitive agreement to sell Enterprise and, subject to customary closing conditions, we expect to close this transaction in the fourth quarter of 2015. See "Note 3 - Discontinued Operations" to our condensed consolidated financial statements included in this report.

## Non-GAAP Measure of Financial Performance

To supplement our condensed consolidated financial statements presented in accordance with generally accepted accounting principles, or GAAP, we use FX-Neutral net revenue as a non-GAAP measure. FX-Neutral net revenue excludes the impact of foreign currency exchange rates.

This non-GAAP measure is not in accordance with, or an alternative to, measures prepared in accordance with GAAP and may be different from non-GAAP measures used by other companies. In addition, this non-GAAP measure is not based on any comprehensive set of accounting rules or principles. Non-GAAP measures have limitations in that they do not reflect all of the amounts associated with our results of operations as determined in accordance with GAAP. This measure should only be used to evaluate our results of operations in conjunction with the corresponding GAAP measure.

Reconciliation to the nearest GAAP measure of this non-GAAP measure included can be found in the table included above. This non-GAAP measure is provided to enhance investors' overall understanding of our current financial performance and its prospects for the future. Specifically, we believe this non-GAAP measure provides useful information to both management and investors by excluding the foreign currency exchange rate impact that may not be indicative of its core operating results and business outlook. In addition, because we have historically reported certain non-GAAP results to investors, we believe that the inclusion of this non-GAAP measure provides consistency in our financial reporting.

In addition to this corresponding GAAP measure, management uses the foregoing non-GAAP measure in reviewing our financial results.

## Liquidity and Capital Resources

### Cash Flows

	Nine Months Ended September 30,	
	2015	2014
	(In millions)	
Net cash provided by (used in):		
Continuing operating activities	\$1,751	\$2,390
Continuing investing activities	549	(3,085)
Continuing financing activities	(1,733)	) 24
Effect of exchange rates on cash and cash equivalents	(286)	) (38)
Net increase (decrease) in cash and cash equivalents - discontinued	(4,194)	) 1,005
Net increase (decrease) in cash and cash equivalents	\$(3,913)	) \$296

### Continuing Operating Activities

The net cash provided by continuing operating activities of \$1.8 billion in the nine months ended September 30, 2015 was due primarily to net income of \$1.2 billion with adjustments for loss from discontinued operations of \$176 million, \$516 million in depreciation and amortization, \$199 million in provision for transaction losses, and \$301 million in stock-based compensation, and a decrease of \$212 million gain on sale of investments, \$115 million in deferred income taxes and \$362 million in changes in assets and liabilities, net of acquisition effects.

The net cash provided by continuing operating activities of \$2.4 billion in the nine months ended September 30, 2014 was due primarily to net loss of \$977 million with adjustments for income from discontinued operations of \$617 million, \$518 million in depreciation and amortization, \$196 million in provision for transaction losses, \$251 million in stock-based compensation, \$3.0 billion in deferred income taxes and \$40 million in changes in assets and liabilities, net of acquisition effects.

### Continuing Investing Activities

The net cash provided by continuing investing activities of \$549 million in the nine months ended September 30, 2015 was due primarily to proceeds of \$5.6 billion from the maturities and sale of investments, partially offset by cash paid for purchases of investments of \$4.5 billion, purchases of property and equipment of \$539 million and net cash paid for acquisition of businesses of \$24 million.

The net cash used in continuing investing activities of \$3.1 billion in the nine months ended September 30, 2014 was due primarily to cash paid for purchases of investments of \$6.8 billion, purchases of property and equipment of \$422 million and net cash paid for acquisition of businesses of \$55 million partially offset by proceeds of \$4.2 billion from the maturities and sale of investments.

The largely offsetting effects of purchases of investments and maturities and sale of investments results from the management of our portfolio of short term and long term investments. As our immediate cash needs change, purchase and sale activity will fluctuate. In the nine months ended September 30, 2014, a portion of the proceeds from the issuance of senior notes were used to purchase investments in our short term and long term portfolios.

### Continuing Financing Activities

The net cash used in continuing financing activities of \$1.7 billion in the nine months ended September 30, 2015 was due primarily to cash outflows from \$1.5 billion to repurchase common stock, \$250 million payment of debt upon maturity and cash paid for tax withholdings in the amount of \$226 million related to net share settlements of restricted stock units and awards. These cash outflows were partially offset by cash inflows of \$173 million from the issuance of common stock in connection with the exercise of stock options and the effect of \$72 million of excess tax benefits from stock-based compensation.

The net cash provided by continuing financing activities of \$24 million in the nine months ended September 30, 2014 was due primarily to cash inflows from \$3.5 billion from the issuance of senior notes, \$178 million from the issuance of common stock in connection with the exercise of stock options and the effect of \$56 million of excess tax benefits from stock-based compensation. These cash inflows were partially offset by cash outflows of \$3.5 billion to repurchase common stock and cash paid for tax withholdings in the amount of \$224 million related to net share settlements of restricted stock units and awards.

The negative effect of exchange rate movements on cash and cash equivalents during the nine months ended September 30, 2015 was due to the strengthening of the U.S. dollar against other currencies, primarily the Euro.





## Stock Repurchases

In January 2014, our Board authorized a stock repurchase program that provided for the repurchase of up to an additional \$5 billion of our common stock, with no expiration from the date of authorization. In January 2015, our Board authorized an additional \$2 billion stock repurchase program, with no expiration from the date of authorization. In July 2015, our Board authorized an additional \$1 billion stock repurchase program, with no expiration from the date of authorization. The stock repurchase programs are intended to offset the impact of dilution from our equity compensation programs and, subject to market conditions and other factors, to make opportunistic repurchases of our common stock to reduce outstanding share count. Any share repurchases under our stock repurchase programs may be made through open market transactions, block trades, privately negotiated transactions (including accelerated share repurchase transactions) or other means at times and in such amounts as management deems appropriate and will be funded from our working capital or other financing alternatives.

During the nine months ended September 30, 2015, we repurchased approximately \$1.6 billion of our common stock under our stock repurchase programs. These amounts differ from the stock repurchase balances in the condensed consolidated statements of cash flows due to unsettled stock repurchases at September 30, 2015. As of September 30, 2015, a total of approximately \$2.4 billion remained available for future repurchases of our common stock under our January 2015 and July 2015 repurchase programs and no amount remained available under our January 2014 repurchase program.

We expect, subject to market conditions and other uncertainties, to continue making opportunistic repurchases of our common stock. However, our stock repurchase programs may be limited or terminated at any time without prior notice. The timing and actual number of shares repurchased will depend on a variety of factors including corporate and regulatory requirements, price and other market conditions and management's determination as to the appropriate use of our cash.

## Shelf Registration Statement and Long-Term Debt

At September 30, 2015, we had an effective shelf registration statement on file with the Securities and Exchange Commission that allows us to issue various types of debt securities, as well as common stock, preferred stock, warrants, depositary shares representing fractional interest in shares of preferred stock, purchase contracts and units from time to time in one or more offerings. Each issuance under the shelf registration statement will require the filing of a prospectus supplement identifying the amount and terms of the securities to be issued. The registration statement does not limit the amount of securities that may be issued thereunder. Our ability to issue securities is subject to market conditions and other factors including, in the case of our debt securities, our credit ratings and compliance with the covenants in our credit agreement.

We previously issued senior notes in underwritten public offerings under prior registration statements. The senior notes that remained outstanding as of September 30, 2015 consisted of \$600 million aggregate principal amount of 1.625% fixed rate notes due 2015, \$450 million aggregate principal amount of floating rate notes due 2017, \$1.0 billion aggregate principal amount of 1.35% fixed rate notes due 2017, \$400 million aggregate principal amount of floating rate notes due 2019, \$1.15 billion aggregate principal amount of 2.2% fixed rate notes due 2019, \$500 million aggregate principal amount of 3.250% fixed rate notes due 2020, \$1.0 billion aggregate principal amount of 2.60% fixed rate notes due 2022, \$750 million aggregate principal amount of 2.875% fixed rate notes due 2021, \$750 million aggregate principal amount of 3.45% fixed rate notes due 2024 and \$750 million aggregate principal amount of 4.00% fixed rate notes due 2042. The net proceeds from the sale of these senior notes were used for general corporate purposes, including, among other things, the repayment of outstanding commercial paper borrowings.

During the nine months ended September 30, 2015, \$250 million aggregate principal amount of 0.70% fixed rate notes due 2015 matured and was repaid during the quarter. The repayment of this debt represents a reduction in leverage, however we may seek to increase our indebtedness to provide additional flexibility to manage our capital structure.

To help achieve our interest rate risk management objectives, we previously entered into interest rate swap agreements that effectively converted \$2.4 billion of the fixed rate notes to floating rate debt based on the London InterBank Offered Rate (LIBOR) plus a spread. These swaps were designated as fair value hedges against changes in the fair value of certain fixed rate senior notes resulting from changes in interest rates.

The indenture pursuant to which the senior notes were issued includes customary covenants that, among other things and subject to exceptions, limit our ability to incur, assume or guarantee debt secured by liens on specified assets or enter into sale and lease-back transactions with respect to specified properties, and also includes customary events of default.

### Commercial Paper

We have a \$2 billion commercial paper program pursuant to which we may issue commercial paper notes with maturities of up to 397 days from the date of issue in an aggregate principal amount at maturity of up to \$2 billion at any time outstanding. As of September 30, 2015, there were no commercial paper notes outstanding. We have in the past used proceeds from the issuance of commercial paper notes for general corporate purposes, including funding share repurchases. We may elect, subject to market conditions, to issue additional commercial paper notes from time to time in the future.

### Credit Agreement

As of September 30, 2015, no borrowings or letters of credit were outstanding under our \$3 billion credit agreement. As described above, we have an up to \$2 billion commercial paper program and maintain \$2 billion of available borrowing capacity under our credit agreement in order to repay commercial paper borrowings in the event we are unable to repay those borrowings from other sources when they become due. As a result, at September 30, 2015, \$1 billion of borrowing capacity was available for other purposes permitted by the credit agreement. The credit agreement contains customary representations, warranties, affirmative and negative covenants, including a financial covenant, events of default and indemnification provisions in favor of the banks. The negative covenants include restrictions regarding the incurrence of liens, subject to certain exceptions. The financial covenant requires us to meet a quarterly financial test with respect to a minimum consolidated interest coverage ratio.

### Other Indebtedness

In addition to the debt described above, as of September 30, 2015, we had \$25 million of borrowings outstanding under our overdraft facilities.

We were in compliance with all covenants in our outstanding debt instruments for the three-month period ended September 30, 2015.

### Credit Ratings

Our credit ratings were downgraded as a result of the Distribution. As of January 1, 2014, our long-term debt and short-term funding were rated investment grade by Standard and Poor's Financial Services, LLC (long-term rated A, short-term rated A-1, with a stable outlook), Moody's Investor Service (long-term rated A2, short-term rated P-1, with a stable outlook), and Fitch Ratings, Inc. (long-term rated A, short-term rated F-1, with a stable outlook). All of these credit rating agencies lowered their ratings in connection with the Distribution, which occurred on July 17, 2015. As of July 20, 2015, we were rated investment grade by Standard and Poor's Financial Services, LLC (long-term rated BBB+, short-term rated A-2, with a stable outlook), Moody's Investor Service (long-term rated Baa1, short-term rated P-2, with a stable outlook), and Fitch Ratings, Inc. (long-term rated BBB, short-term rated F-2, with a stable outlook). We disclose these ratings to enhance the understanding of our sources of liquidity and the effects of our ratings on our costs of funds. Our borrowing costs depend, in part, on our credit ratings and any further actions taken by these credit rating agencies to lower our credit ratings, as described above, will likely increase our borrowing costs.

### Liquidity and Capital Resource Requirements

As of September 30, 2015 and December 31, 2014, we had assets classified as cash and cash equivalents, as well as short-term and long-term non-equity investments, in an aggregate amount of \$8.0 billion and \$12.4 billion, respectively. As of September 30, 2015, \$6.5 billion of our cash and cash equivalents, as well as short-term and long-term non-equity investments, was held by our non-U.S. subsidiaries. Of the \$6.5 billion held by our non-U.S. subsidiaries, approximately \$5.0 billion was available for use in the U.S. without incurring additional U.S. income

taxes in excess of the amounts already accrued in our consolidated financial statements as of September 30, 2015. As of September 30, 2015, we had not repatriated any of these funds to the U.S. and, as a result, we have not yet paid U.S. tax on any portion of these funds. However, to the extent that we repatriate these funds to the U.S., we will be required to pay U.S. income and applicable foreign withholding taxes on those amounts during the period when such repatriation occurs. The remaining amount of non-U.S. cash and cash equivalents, as well as short-term and long-term non-equity investments, have been indefinitely reinvested and, therefore, no U.S. current or deferred taxes have been accrued as this amount is necessary to support our planned ongoing investments in our foreign operations. We believe our U.S. sources of cash and liquidity are sufficient to meet our business needs in the U.S., and we do not expect that we will need to repatriate the funds we have designated as indefinitely reinvested outside the U.S. Under current tax laws, should our plans change and we were to choose to repatriate some or all of the funds we have designated as

indefinitely reinvested outside the U.S., such amounts would be subject to U.S. income taxes and applicable non-U.S. income and withholding taxes.

In connection with the Distribution, we reviewed our capital allocation strategy to ensure that each of PayPal and eBay would be well capitalized at Distribution. As part of this strategy, we contributed approximately \$3.8 billion of cash to PayPal during the nine months ended September 30, 2015. This contribution consisted of approximately \$1.8 billion of domestic sources and \$2.0 billion of international sources.

We actively monitor all counterparties that hold our cash and cash equivalents and non-equity investments, focusing primarily on the safety of principal and secondarily on improving yield on these assets. We diversify our cash and cash equivalents and investments among various counterparties in order to reduce our exposure should any one of these counterparties fail or encounter difficulties. To date, we have not experienced any material loss or lack of access to our invested cash, cash equivalents or short-term investments; however, we can provide no assurances that access to our invested cash, cash equivalents or short-term investments will not be impacted by adverse conditions in the financial markets. At any point in time we have funds in our operating accounts and customer accounts that are deposited and invested with third party financial institutions.

We believe that our existing cash, cash equivalents and short-term and long-term investments, together with cash expected to be generated from operations, borrowings available under our credit agreement and commercial paper program, and our access to capital markets, will be sufficient to fund our operating activities, anticipated capital expenditures and stock repurchases for the foreseeable future.

#### Off-Balance Sheet Arrangements

As of September 30, 2015, we had no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our consolidated financial condition, results of operations, liquidity, capital expenditures or capital resources.

We have a cash pooling arrangement with a financial institution for cash management purposes. This arrangement allows for cash withdrawals from the financial institution based upon our aggregate operating cash balances held within the same financial institution ("Aggregate Cash Deposits"). This arrangement also allow us to withdraw amounts exceeding the Aggregate Cash Deposits up to an agreed-upon limit. The net balance of the withdrawals and the Aggregate Cash Deposits are used by the financial institution as a basis for calculating our net interest expense or income under the arrangement. As of September 30, 2015, we had a total of \$2.9 billion in cash withdrawals offsetting our \$2.9 billion in Aggregate Cash Deposits held within the financial institution under the cash pooling arrangements.

#### Indemnification Provisions

In the ordinary course of business, we have included limited indemnification provisions in certain of our agreements with parties with which we have commercial relations, including our standard marketing, promotions and application-programming-interface license agreements. Under these contracts, we generally indemnify, hold harmless and agree to reimburse the indemnified party for losses suffered or incurred by the indemnified party in connection with claims by a third party with respect to our domain names, trademarks, logos and other branding elements to the extent that such marks are applicable to our performance under the subject agreement. In certain cases, we have agreed to provide indemnification for intellectual property infringement. It is not possible to determine the maximum potential loss under these indemnification provisions due to our limited history of prior indemnification claims and the unique facts and circumstances involved in each particular provision. To date, losses recorded in our consolidated statement of income in connection with our indemnification provisions have not been significant, either individually or collectively.

Item 3: Quantitative and Qualitative Disclosures About Market Risk

The information in this section should be read in connection with the information on financial market risk related to changes in interest rates and non-U.S. currency exchange rates in Part II, Item 7A, “Quantitative and Qualitative Disclosures About Market Risk,” in our Annual Report on Form 10-K for the year ended December 31, 2014. Our market risk profile has not changed significantly during the first nine months of 2015.

## Interest Rate Risk

We are exposed to interest rate risk relating to our investment portfolio and our outstanding debt. We seek to reduce earnings volatility that may result from changes in interest rates.

As of September 30, 2015, approximately 27% of our total cash and investment portfolio was held in cash and cash equivalents. As such, changes in interest rates will impact interest income. As discussed below, fixed rate securities may have their fair market value adversely affected due to a rise in interest rates, and we may suffer losses in principal if we are forced to sell securities that have declined in market value due to changes in interest rates.

As of December 31, 2013, 100% of the outstanding senior notes bore interest at fixed rates. In July 2014, we issued additional senior notes in an aggregate principal amount of \$3.5 billion comprised of \$850 million of floating rate notes and \$2.65 billion of fixed rate notes, as described in the “Shelf Registration Statement and Long-Term Debt” section of Management’s Discussion and Analysis of Financial Condition and Results of Operations (Item 2) in this Quarterly Report. In order to reduce volatility that may result from changes in interest rates, we entered into \$2.4 billion of interest rate swap agreements that have the economic effect of modifying the fixed interest obligations associated with \$1.15 billion of our 2.2% senior notes due July 2019, \$750 million of our 2.875% senior notes due July 2021, and \$500 million of our 3.450% senior notes due July 2024 so that the interest payable on those notes effectively became variable based on LIBOR plus a spread. Further changes in interest rates will impact interest expense on any borrowings under our revolving credit facility, which bear interest at floating rates, and the interest rate on any commercial paper borrowings we make and any debt securities we may issue in the future and, accordingly, will impact interest expense.

As of September 30, 2015, we held no direct investments in auction rate securities, collateralized debt obligations, structured investment vehicles or mortgage-backed securities.

Investments in both fixed-rate and floating-rate interest-earning instruments carry varying degrees of interest rate risk. The fair market value of our fixed-rate investment securities may be adversely impacted due to a rise in interest rates. In general, fixed-rate securities with longer maturities are subject to greater interest-rate risk than those with shorter maturities. While floating-rate securities generally are subject to less interest rate risk than fixed-rate securities, floating-rate securities may produce less income than expected if interest rates decrease and may also suffer a decline in market value if interest rates increase. Due in part to these factors, our investment income may fall short of expectations or we may suffer losses in principal if we sell securities that have declined in market value due to changes in interest rates. As of September 30, 2015, the balance of our government bond and corporate debt securities portfolio was \$5.5 billion, which represented approximately 62% of our total cash and investment portfolio.

## Investment Risk

The primary objective of our investment activities is to preserve principal while at the same time improving yields without significantly increasing risk. To achieve this objective, we maintain our portfolio of cash equivalents and short-term and long-term investments in a variety of asset types, including bank deposits, government bonds and corporate debt securities.

As of September 30, 2015, our cost and equity method investments totaled \$123 million, which represented approximately 1% of our total cash and investment portfolio, and were primarily related to equity method investments in privately held companies. We review our investments for impairment when events and circumstances indicate a decline in fair value of such assets below carrying value is other-than-temporary. Our analysis includes a review of recent operating results and trends, recent sales/acquisitions of the securities in which we have invested and other publicly available data.

#### Equity Price Risk

We are exposed to equity price risk on marketable equity instruments due to market volatility. As of September 30, 2015, the total fair value of our marketable equity instruments (primarily related to our equity holdings in MercadoLibre) was \$740 million, which represented approximately 8% of our total cash and investment portfolio.

#### Foreign Currency Risk

Our commerce platforms operate globally, resulting in certain revenues and costs that are denominated in foreign currencies, primarily the Euro, British pound, Korean won and Australian dollar, subjecting us to foreign currency risk which may adversely impact our financial results. We transact business in various foreign currencies and have significant international revenues as well as costs. In addition, we charge our international subsidiaries for their use of intellectual property and



technology and for certain corporate services provided by eBay. Our cash flow, results of operations and certain of our intercompany balances that are exposed to foreign exchange rate fluctuations may differ materially from expectations and we may record significant gains or losses due to foreign currency fluctuations and related hedging activities.

We have a foreign exchange exposure management program designed to identify material foreign currency exposures, manage these exposures and reduce the potential effects of currency fluctuations on our reported consolidated cash flows and results of operations through the purchase of foreign currency exchange contracts. The effectiveness of the program and the resulting usage of foreign exchange derivative contracts is at times limited by our ability to achieve cash flow hedge accounting. These foreign currency exchange contracts are accounted for as derivative instruments; for additional details related to our derivative instruments, please see “Note 8 – Derivative Instruments” to our condensed consolidated financial statements included in this report.

We use foreign exchange derivative contracts to protect our forecasted U.S. dollar-equivalent earnings from adverse changes in foreign currency exchange rates. These hedging contracts reduce, but do not entirely eliminate, the impact of adverse currency exchange rate movements. Most of these contracts are designated as cash flow hedges for accounting purposes. For qualifying cash flow hedges, the effective portion of the derivative’s gain or loss is initially reported as a component of accumulated other comprehensive income (AOCI) and subsequently reclassified into earnings in the same period the forecasted transaction affects earnings. The ineffective portion of the unrealized gains and losses on these contracts, if any, is recorded immediately in earnings. For contracts not designated as cash flow hedges for accounting purposes, the derivative's gain or loss is recognized immediately in interest and other, net, in our condensed consolidated statement of income. However, only certain revenue and costs are eligible for cash flow hedge accounting. Subsequent to the Distribution, fewer of our currency flows meet the U.S. GAAP criteria for cash flow hedge accounting. While, economically, we face the same currency risks, our statement of income is more subject to volatility due to currency fluctuations.

We considered the historical trends in currency exchange rates and determined that it was reasonably possible that changes in exchange rates of 20% for all currencies could be experienced in the near term. If the U.S. dollar weakened by 20% at September 30, 2015, the amount recorded in AOCI related to our foreign exchange derivative contracts qualifying as cash flow hedges, before tax effect, would have been approximately \$123 million lower. The amount recorded in interest and other, net related to our foreign exchange derivative contracts not qualifying as cash flow hedges would have been approximately \$68 million lower. If the U.S. dollar strengthened by 20% at September 30, 2015, the amount recorded in AOCI related to our foreign exchange derivative contracts qualifying as cash flow hedges, before tax effect, would have been approximately \$143 million higher. The amount recorded in interest and other, net related to our foreign exchange derivative contracts not qualifying as cash flow hedges would have been approximately \$141 million higher.

In addition, we use foreign exchange contracts to offset the foreign exchange risk on our assets and liabilities denominated in currencies other than the functional currency of our subsidiaries. These contracts reduce, but do not entirely eliminate, the impact of currency exchange rate movements on our assets and liabilities. The foreign currency gains and losses on the assets and liabilities are recorded in interest and other, net, which are offset by the gains and losses on the foreign exchange contracts.

We considered the historical trends in currency exchange rates and determined that it was reasonably possible that adverse changes in exchange rates of 20% for all currencies could be experienced in the near term. These changes would have resulted in an adverse impact on income before income taxes of approximately \$16 million at September 30, 2015 without considering the offsetting effect of hedging. Foreign exchange forwards in place as of September 30, 2015 would have resulted in an offsetting effect of approximately \$5 million, resulting in a net positive impact of approximately \$11 million. These reasonably possible adverse changes in exchange rates of 20% were applied to total monetary assets and liabilities denominated in currencies other than the functional currencies of our

subsidiaries at the balance sheet dates to compute the adverse impact these changes would have had on our income before income taxes in the near term.

#### European Debt Exposures

We actively monitor our exposure to the European markets, including the impact of sovereign debt issues associated with Cyprus, Greece, Ireland, Italy, Portugal and Spain. As of September 30, 2015, we did not have any direct investments in the sovereign debt of these countries or in debt securities issued by corporations or financial institutions organized in these countries. We maintain a small number of operating bank accounts with local and foreign banks in the aforementioned countries that have balances that we do not consider material.

Item 4: Controls and Procedures

(a) Evaluation of disclosure controls and procedures. Based on the evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e)) under the Securities Exchange Act of 1934) required by Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, our Chief Executive Officer and our Chief Financial Officer have concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective.

(b) Changes in internal controls. There were no changes in our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II: OTHER INFORMATION

### Item 1: Legal Proceedings

The information set forth under “Note 10 — Commitments and Contingencies — Litigation and Other Legal Matters” to the condensed consolidated financial statements included in Part I, Item 1 of this report is incorporated herein by reference.

### Item 1A: Risk Factors

You should carefully review the following discussion of the risks that may affect our business, results of operations and financial condition, as well as our consolidated financial statements and notes thereto and the other information appearing in this report, for important information regarding risks that affect us.

#### Risk Factors That May Affect our Business, Results of Operations and Financial Condition

Our operating and financial results are subject to various risks and uncertainties that could adversely affect our business, financial condition, results of operations and cash flows, as well as the trading price of our common stock and debt securities.

Our operating and financial results have varied on a quarterly basis during our operating history and may continue to fluctuate significantly as a result of a variety of factors, including as a result of the risks set forth in this “Risk Factors” section. It is difficult for us to forecast the level or source of our revenues or earnings (loss) accurately. In view of the rapidly evolving nature of our business, period-to-period comparisons of our operating results may not be meaningful, and you should not rely upon them as an indication of future performance. We do not have backlog, and substantially all of our net revenues each quarter come from transactions involving sales during that quarter. Due to the inherent difficulty in forecasting revenues, it is also difficult to forecast expenses as a percentage of net revenues. Quarterly and annual expenses as a percentage of net revenues reflected in our consolidated financial statements may be significantly different from historical or projected rates. Our operating results in one or more future quarters may fall below the expectations of securities analysts and investors. The trading price of our common stock and debt securities could decline, perhaps substantially, as a result of the factors described in this paragraph.

Substantial and increasingly intense competition worldwide in ecommerce may harm our business.

We currently and potentially compete with a wide variety of online and offline companies providing goods and services to consumers and merchants. The Internet and mobile networks provide new, rapidly evolving and intensely competitive channels for the sale of all types of goods and services. We compete in two-sided markets, and must attract both buyers and sellers to use our platforms. Consumers who purchase or sell goods and services through us have more and more alternatives, and merchants have more channels to reach consumers. We expect competition to continue to intensify. Online and offline businesses increasingly are competing with each other and our competitors include a number of online and offline retailers with significant resources, large user communities and well-established brands. Moreover, the barriers to entry into these channels can be low, and businesses easily can launch online sites or mobile platforms and applications at nominal cost by using commercially available software or partnering with any of a number of successful ecommerce companies. As we respond to changes in the competitive environment, we may, from time to time, make pricing, service or marketing decisions or acquisitions that may be controversial with and lead to dissatisfaction among sellers, which could reduce activity on our websites and harm its profitability.

We face increased competitive pressure online and offline. In particular, the competitive norm for, and the expected level of service from, ecommerce and mobile commerce has significantly increased, due to, among other factors, improved user experience, greater ease of buying goods, lower (or no) shipping costs, faster shipping times and more favorable return policies. Also, certain platform businesses, such as Alibaba, Apple, Google and Facebook, many of whom are larger than us or have greater capitalization, have a dominant and secure position in other industries or certain significant markets, and offer other goods and services to consumers and merchants that we do not offer. If we are unable to change our products, offerings and services in ways that reflect the changing demands of ecommerce and mobile commerce marketplaces, particularly the higher growth of sales of fixed-price items and higher expected service levels (some of which depend on services provided by sellers on our platforms), or compete effectively with and adapt to changes in larger platform businesses, our business will suffer.

Competitors with other revenue sources may also be able to devote more resources to marketing and promotional campaigns, adopt more aggressive pricing policies and devote more resources to website, mobile platforms and applications

and systems development than we can. Other competitors may offer or continue to offer faster and/or free shipping, delivery on Sunday, same-day delivery, favorable return policies or other transaction-related services which improve the user experience on their sites and which could be impractical or inefficient for our sellers to match. Competitors may be able to innovate faster and more efficiently, and new technologies may increase the competitive pressures by enabling competitors to offer more efficient or lower-cost services.

Some of our competitors control other products and services that are important to our success, including credit card interchange, Internet search, and mobile operating systems. Such competitors could manipulate pricing, availability, terms or operation of service related to their products and services in a manner that impacts our competitive offerings. For example, Google, which operates a shopping platform service, has from time to time made changes to its search algorithms that reduced the amount of search traffic directed to us from searches on Google. If we are unable to use or adapt to operational changes in such services, we may face higher costs for such services, face integration or technological barriers or lose customers, which could cause our business will suffer.

Consumers who might use our sites to buy goods have a wide variety of alternatives, including traditional department, warehouse, boutique, discount and general merchandise stores (as well as the online and mobile operations of these traditional retailers), online retailers and their related mobile offerings, online and offline classified services and other shopping channels, such as offline and online home shopping networks. In the United States, these include Amazon.com (which recently opened an experimental brick-and-mortar store in New York City and continues to expand into new geographies and lines of business), Google, Wal-Mart, Target, Sears, Macy's, JC Penney, Costco, Office Depot, Staples, OfficeMax, Sam's Club, Buy.com (owned by Rakuten), Yahoo! Shopping, MSN, QVC and Home Shopping Network, among others. In addition, consumers have a large number of online and offline channels focused on one or more of the categories of products offered on our site.

Consumers also can turn to many companies that offer a variety of services that provide other channels for buyers to find and buy items from sellers of all sizes, including online aggregation and classifieds websites, such as craigslist, Oodle.com and a number of international websites operated by Schibsted ASA or Naspers Limited. Consumers also can turn to shopping-comparison sites, such as Google Shopping. In certain markets, our fixed-price listing and traditional auction-style listing formats increasingly are being challenged by other formats, such as classifieds.

Our classifieds websites offer classifieds listings in the United States and a variety of local international markets. In many markets in which they operate, including in the United States, these classifieds platforms compete for customers and for advertisers against more established online and offline classifieds platforms or other competing websites.

Our online shopping comparison websites (Shopping.com) compete with sites such as Google Shopping, Buy.com, Nextag.com, Pricegrabber.com, Shopzilla, Buscapé in Latin America (owned by Naspers) and Yahoo! Product Search, which offer shopping search engines that allow consumers to search the Internet for specified products. In addition, sellers are increasingly utilizing multiple sales channels, including the acquisition of new customers by paying for search-related advertisements on horizontal search engine sites, such as Google, Yahoo!, Naver and Baidu. We use product search engines and paid search advertising to help users find our sites, but these services also have the potential to divert users to other online shopping destinations. Consumers may choose to search for products and services with a horizontal search engine or shopping comparison website, and such sites may also send users to other shopping destinations.

Consumers and merchants who might use our sites to sell goods also have many alternatives, including general online ecommerce sites, such as Amazon and Alibaba, and more specialized sites, such as Etsy. Our international sites also compete for sellers with general and specialized online ecommerce sites. Sellers may also choose to sell their goods through other channels, such as classifieds sites. Consumers and merchants also can create and sell through their own sites, and may choose to purchase online advertising instead of using our services. In some countries, there are online

sites that have larger customer bases and greater brand recognition, as well as competitors that may have a better understanding of local culture and commerce. We increasingly may compete with local competitors in developing countries that have unique advantages, such as a greater ability to operate under local regulatory authorities.

In addition, certain manufacturers may limit or cease distribution of their products through online channels, such as our sites. Manufacturers may attempt to use contractual obligations or existing or future government regulation to prohibit or limit ecommerce in certain categories of goods or services. Manufacturers may also attempt to enforce minimum resale price maintenance or minimum advertised price arrangements to prevent distributors from selling on our websites or on the Internet generally, or at prices that would make us less attractive relative to other alternatives. The adoption by manufacturers of policies, or their use of laws or regulations, in each case discouraging or restricting the sales of goods or services over the Internet, could force our users to stop selling certain products on our websites, which could result in reduced operating margins, loss of market share and diminished value of our brands.

The principal competitive factors for us include the following:

- ability to attract, retain and engage buyers and sellers;
- volume of transactions and price and selection of goods;
- trust in the seller and the transaction;
- customer service;
- brand recognition;
- community cohesion, interaction and size;
- website, mobile platform and application ease-of-use and accessibility;
- system reliability and security;
- reliability of delivery and payment, including customer preference for fast delivery and free shipping and returns;
  - level of service fees;
  - and
- quality of search tools.

We may be unable to compete successfully against current and future competitors. Some current and potential competitors have longer operating histories, larger customer bases and greater brand recognition in other business and Internet sectors than we do.

Global and regional economic conditions could harm our business.

Our operations and performance depend significantly on global and regional economic conditions. Adverse economic conditions and events (including volatility or distress in the equity and/or debt or credit markets) have in the past negatively impacted regional and global financial markets and will likely continue to do so from time to time in the future. Uncertainties relating to the ability of Greece to remain in the European Monetary Union may adversely impact the economy of the European Union, which is an important market in which we do business. These events and conditions could have a negative and adverse impact on companies and customers with which we do business. In addition, financial turmoil affecting the banking system or financial markets could cause additional consolidation of the financial services industry, or significant financial service institution failures, new or incremental tightening in the credit markets, low liquidity, and extreme volatility in fixed income, credit, currency, and equity markets. Adverse impacts to the companies and customers with which we do business, the banking system, or financial markets could have a material adverse effect on our business, including a reduction in the volume and prices of transactions on our commerce platforms.

We are exposed to fluctuations in foreign currency exchange rates.

Because we generate the majority of our revenues outside the United States but report our financial results in U.S. dollars, our financial results are impacted by fluctuations in foreign currency exchange rates, or foreign exchange rates. The results of operations of many of our internationally focused websites are exposed to foreign exchange rate fluctuations as the financial results of the applicable subsidiaries are translated from the local currency into U.S. dollars for financial reporting purposes. If the U.S. dollar weakens against foreign currencies, the translation of these foreign currency denominated revenues or expenses will result in increased U.S. dollar denominated revenues and expenses. Similarly, if the U.S. dollar strengthens against foreign currencies, particularly the Euro, British pound, Korean won, Australian dollar, or Canadian dollar, our translation of foreign currency denominated revenues or expenses will result in lower U.S. dollar denominated net revenues and expenses. In addition to this translation effect, a strengthening U.S. dollar will typically adversely affect the volume of goods being sold by U.S. sellers to Europe, Australia and Canada more than it positively affects the volume of goods being sold by sellers in those geographies to buyers in the United States, thereby further negatively impacting our financial results.



While from time to time we enter into transactions to hedge portions of our foreign currency translation exposure, it is impossible to predict or eliminate the effects of this exposure. Fluctuations in foreign exchange rates could significantly impact our financial results, which may have a significant impact on the trading price of our common stock and debt securities.

Our international operations are subject to increased risks, which could harm our business.

Our international businesses, especially in the United Kingdom, Germany, Australia and Korea, and cross-border business from greater China, have generated a majority of our net revenues in recent years. In addition to uncertainty about our ability to generate revenues from our foreign operations and expand into international markets, there are risks inherent in doing business internationally, including:

• expenses associated with localizing our products and services and customer data, including offering customers the

ability to transact business in the local currency and adapting our products and services to local preferences (e.g., payment methods) with which we may have limited or no experience;

- trade barriers and changes in trade regulations;
- difficulties in developing, staffing, and simultaneously managing a large number of varying foreign operations as a result of distance, language, and cultural differences;
- stringent local labor laws and regulations;
- credit risk and higher levels of payment fraud;
- profit repatriation restrictions, foreign currency exchange restrictions or extreme fluctuations in foreign currency exchange rates for a particular currency;
- political or social unrest, economic instability, repression, or human rights issues;
- geopolitical events, including natural disasters, public health issues, acts of war, and terrorism;
- import or export regulations;
- compliance with U.S. laws such as the Foreign Corrupt Practices Act, and foreign laws prohibiting corrupt payments to government officials, as well as U.S. and foreign laws designed to combat money laundering and the financing of terrorist activities;
- antitrust and competition regulations;
- potentially adverse tax developments and consequences;
- economic uncertainties relating to sovereign and other debt;
- different, uncertain, or more stringent user protection, data protection, privacy, and other laws;
- risks related to other government regulation or required compliance with local laws;
- national or regional differences in macroeconomic growth rates;
- local licensing and reporting obligations; and
- increased difficulties in collecting accounts receivable.

Violations of the complex foreign and U.S. laws and regulations that apply to our international operations may result in fines, criminal actions, or sanctions against us, our officers, or our employees; prohibitions on the conduct of our business; and damage to our reputation. Although we have implemented policies and procedures designed to promote compliance with these laws, there can be no assurance that our employees, contractors, or agents will not violate our policies. These risks inherent in our international operations and expansion increase our costs of doing business internationally and could harm our business.

Any factors that reduce cross-border trade or make such trade more difficult could harm our business.

Cross-border trade is an important source of both revenue and profits for us. Cross-border trade also represents our primary (or in some cases, only) presence in certain important markets, such as Brazil/Latin America, China, and various other countries. In addition, our cross-border trade is also subject to, and may be impacted by, foreign exchange rate fluctuations.

The interpretation and application of specific national or regional laws, such as those related to intellectual property rights of authentic products, selective distribution networks, and sellers in other countries listing items on the Internet, and the potential interpretation and application of laws of multiple jurisdictions (e.g., the jurisdiction of the buyer, the seller, and/or the location of the item being sold) are often extremely complicated in the context of cross-border trade. The interpretation and/or application of such laws could impose restrictions on, or increase the costs of, purchasing, selling, shipping, or returning goods across national borders.

The shipping of goods across national borders is often more expensive and complicated than domestic shipping. Customs and duty procedures and reviews, including duty-free thresholds in various key markets, the interaction of national postal systems, and security related governmental processes at international borders, may increase costs, discourage cross-border purchases, delay transit and create shipping uncertainties. Any factors that increase the costs

of cross-border trade or restrict, delay, or make cross-border trade more difficult or impractical would lower our revenues and profits and could harm our business.

Our business may be adversely affected by geopolitical events, natural disasters, seasonal factors and other factors that cause our users to spend less time on our websites or mobile platforms and applications, including increased usage of other websites.

Our users may spend less time on our websites and our applications for mobile devices as a result of a variety of diversions, including: geopolitical events, such as war, the threat of war, or terrorist activity; natural disasters; power shortages or outages, major public health issues, including pandemics; social networking or other entertainment websites or mobile applications; significant local, national or global events capturing the attention of a large part of the population; and seasonal

fluctuations due to a variety of factors. If any of these, or any other factors, divert our users from using of our websites or mobile applications, our business could be materially adversely affected.

The separation from PayPal may not achieve some or all of the anticipated benefits and may adversely affect our business.

We may not realize some or all of the anticipated benefits from the separation and the separation may in fact adversely affect our business. As an independent, publicly traded company, we will be a smaller, less diversified company with a narrower business focus and may be more vulnerable to changing market conditions, which could materially and adversely affect our business, financial condition and results of operations. Separating the businesses may also eliminate or reduce synergies that existed prior to the separation, which could harm our business.

Our success depends to a large degree on our ability to successfully address the rapidly evolving market for transactions on mobile devices.

Mobile devices are increasingly used for ecommerce transactions. A significant and growing portion of our users access our platforms through mobile devices. We may lose users if we are not able to continue to meet our users' mobile and multi-screen experience expectations. The variety of technical and other configurations across different mobile devices and platforms increases the challenges associated with this environment. In addition, a number of other companies with significant resources and a number of innovative startups have introduced products and services focusing on mobile markets.

Our ability to successfully address the challenges posed by the rapidly evolving market for mobile transactions is crucial to our continued success, and any failure to continuously increase the volume of mobile transactions effected through our platforms could harm our business.

If we cannot keep pace with rapid technological developments to provide new and innovative programs, products and services, the use of our products and our revenues could decline.

Rapid, significant technological changes continue to confront the industries in which we operate. We cannot predict the effect of technological changes on our business. In addition to our own initiatives and innovations, we rely in part on third parties, including some of our competitors, for the development of and access to new technologies. We expect that new services and technologies applicable to the industries in which we operate will continue to emerge. These new services and technologies may be superior to, or render obsolete, the technologies we currently use in our products and services. Incorporating new technologies into our products and services may require substantial expenditures and take considerable time, and ultimately may not be successful. In addition, our ability to adopt new services and develop new technologies may be inhibited by industry-wide standards, new laws and regulations, resistance to change from clients or merchants, or third parties' intellectual property rights. Our success will depend on our ability to develop new technologies and adapt to technological changes and evolving industry standards.

Our business is subject to extensive government regulation and oversight.

We are subject to laws and regulations affecting our domestic and international operations in a number of areas, including consumer protection, data privacy requirements, intellectual property ownership and infringement, prohibited items and stolen goods, resale of event tickets, tax, anti-competition, export requirements, anti-corruption, labor, advertising, digital content, real estate, billing, ecommerce, promotions, quality of services, telecommunications, mobile communications and media, environmental, and health and safety regulations, as well as laws and regulations intended to combat money laundering and the financing of terrorist activities.

Compliance with these laws, regulations, and similar requirements may be onerous and expensive, and variances and inconsistencies from jurisdiction to jurisdiction may further increase the cost of compliance and doing business. Any such costs, which may rise in the future as a result of changes in these laws and regulations or in their interpretation, could individually or in the aggregate make our products and services less attractive to our customers, delay the introduction of new products or services in one or more regions, or cause us to change or limit our business practices. We have implemented policies and procedures designed to ensure compliance with applicable laws and regulations, but there can be no assurance that our employees, contractors, or agents will not violate such laws and regulations or our policies and procedures.

Regulation in the areas of privacy and protection of user data could harm our business.

We are subject to laws relating to the collection, use, retention, security, and transfer of personally identifiable information about our users around the world. Much of the personal information that we collect, especially financial information, is regulated by multiple laws. User data protection laws may be interpreted and applied inconsistently from country to country. In many cases, these laws apply not only to third-party transactions, but also to transfers of information between or among ourselves, our subsidiaries, and other parties with which we have commercial relations. These laws continue to develop in ways we cannot predict and that may harm our business.

Regulatory scrutiny of privacy, user data protection, use of data and data collection is increasing on a global basis. We are subject to a number of privacy and similar laws and regulations in the countries in which we operate and these laws and regulations will likely continue to evolve over time, both through regulatory and legislative action and judicial decisions. Some of these laws impose requirements that are inconsistent with one another, yet regulators may claim that both apply. Complying with these varying national requirements could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business and violations of privacy-related laws can result in significant penalties. In addition, compliance with these laws may restrict our ability to provide services to our customers that they may find to be valuable. A determination that there have been violations of laws relating to our practices under communications-based laws could expose us to significant damage awards, fines and other penalties that could, individually or in the aggregate, materially harm our business. In particular, because of the enormous number of texts, emails and other communications we send to our users, communications laws that provide a specified monetary damage award or fine for each violation (such as those described below) could result in particularly large awards or fines.

For example, the Federal Communications Commission amended certain of its regulations under the Telephone Consumer Protection Act, or TCPA, in 2012 and 2013 in a manner that could increase our exposure to liability for certain types of telephonic communication with customers, including but not limited to text messages to mobile phones. Under the TCPA, plaintiffs may seek actual monetary loss or statutory damages of \$500 per violation, whichever is greater, and courts may treble the damage award for willful or knowing violations. We are regularly subject to class-action lawsuits, as well as individual lawsuits, containing allegations that our businesses violated the TCPA. These lawsuits, and other private lawsuits not currently alleged as class actions, seek damages (including statutory damages) and injunctive relief, among other remedies. Given the enormous number of communications we send to our users, a determination that there have been violations of the TCPA or other communications-based statutes could expose us to significant damage awards that could, individually or in the aggregate, materially harm our business.

We post on our websites our privacy policies and practices concerning the collection, use and disclosure of user data. Any failure, or perceived failure, by us to comply with our posted privacy policies or with any regulatory requirements or orders or other federal, state or international privacy or consumer protection-related laws and regulations could result in proceedings or actions against us by governmental entities or others (e.g., class action privacy litigation), subject us to significant penalties and negative publicity, require us to change our business practices, increase our costs and adversely affect our business. Data collection, privacy and security have become the subject of increasing public concern. If Internet and mobile users were to reduce their use of our websites, mobile platforms, products, and services as a result of these concerns, our business could be harmed. As noted above, we are also subject to the possibility of security breaches, which themselves may result in a violation of these laws.

Other laws and regulations could harm our business.

It is not always clear how laws and regulations governing matters relevant to our business, such as property ownership, copyrights, trademarks, and other intellectual property issues, parallel imports and distribution controls,

taxation, libel and defamation, and obscenity apply to our businesses. Many of these laws were adopted prior to the advent of the Internet, mobile, and related technologies and, as a result, do not contemplate or address the unique issues of the Internet and related technologies. Many of these laws, including some of those that do reference the Internet are subject to interpretation by the courts on an ongoing basis and the resulting uncertainty in the scope and application of these laws and regulations increases the risk that we will be subject to private claims and governmental actions alleging violations of those laws and regulations.

As our activities, the products and services we offer, and our geographical scope continue to expand, regulatory agencies or courts may claim or hold that we or our users are subject to additional requirements (including licensure) or prohibited from conducting our business in their jurisdiction, either generally or with respect to certain actions. Financial and political events have increased the level of regulatory scrutiny on large companies, and regulatory agencies may view matters or interpret laws and regulations differently than they have in the past and in a manner adverse to our businesses. Our success and increased visibility have driven some existing businesses that perceive us to be a threat to their businesses to raise concerns about our

business models to policymakers and regulators. These businesses and their trade association groups employ significant resources in their efforts to shape the legal and regulatory regimes in countries where we have significant operations. They may employ these resources in an effort to change the legal and regulatory regimes in ways intended to reduce the effectiveness of our businesses and the ability of users to use our products and services. These established businesses have raised concerns relating to pricing, parallel imports, professional seller obligations, selective distribution networks, stolen goods, copyrights, trademarks and other intellectual property rights and the liability of the provider of an Internet marketplace for the conduct of its users related to those and other issues. Any changes to the legal or regulatory regimes in a manner that would increase our liability for third-party listings could negatively impact our business.

Numerous U.S. states and foreign jurisdictions, including the State of California, have regulations regarding “auctions” and the handling of property by “secondhand dealers” or “pawnbrokers.” Several states and some foreign jurisdictions have attempted to impose such regulations upon us or our users, and others may attempt to do so in the future. Attempted enforcement of these laws against some of our users appears to be increasing and we could be required to change the way we or our users do business in ways that increase costs or reduce revenues, such as forcing us to prohibit listings of certain items or restrict certain listing formats in some locations. We could also be subject to fines or other penalties, and any of these outcomes could harm our business.

A number of the lawsuits against us relating to trademark issues seek to have our websites subject to unfavorable local laws. For example, “trademark exhaustion” principles provide trademark owners with certain rights to control the sale of a branded authentic product until it has been placed on the market by the trademark holder or with the holder’s consent. The application of “trademark exhaustion” principles is largely unsettled in the context of the Internet, and if trademark owners are able to force us to prohibit listings of certain items in one or more locations, our business could be harmed.

As we expand and localize our international activities, we are increasingly becoming obligated to comply with the laws of the countries or markets in which we operate. In addition, because our services are accessible worldwide and we facilitate sales of goods and provide services to users worldwide, one or more jurisdictions may claim that we or our users are required to comply with their laws based on the location of our servers or one or more of our users, or the location of the product or service being sold or provided in an ecommerce transaction. For example, we were found liable in France, under French law, for transactions on some of our websites worldwide that did not involve French buyers or sellers. Laws regulating Internet, mobile and ecommerce technologies outside of the United States are generally less favorable to us than those in the United States. Compliance may be more costly or may require us to change our business practices or restrict our service offerings, and the imposition of any regulations on us or our users may harm our business. In addition, we may be subject to multiple overlapping legal or regulatory regimes that impose conflicting requirements on us (e.g., in cross-border trade). Our alleged failure to comply with foreign laws could subject us to penalties ranging from criminal prosecution to significant fines to bans on our services, in addition to the significant costs we may incur in defending against such actions.

We are regularly subject to general litigation, regulatory disputes, and government inquiries.

We are regularly subject to claims, lawsuits (including class actions and individual lawsuits), government investigations, and other proceedings involving competition and antitrust, intellectual property, privacy, consumer protection, accessibility claims, securities, tax, labor and employment, commercial disputes, content generated by our users, services and other matters. The number and significance of these disputes and inquiries have increased as our company has grown larger, our businesses have expanded in scope and geographic reach, and our products and services have increased in complexity.

The outcome and impact of such claims, lawsuits, government investigations, and proceedings cannot be predicted with certainty. Regardless of the outcome, such investigations and proceedings can have an adverse impact on us



because of legal costs, diversion of management resources, and other factors. Determining reserves for our pending litigation is a complex, fact-intensive process that is subject to judgment calls. It is possible that a resolution of one or more such proceedings could require us to make substantial payments to satisfy judgments, fines or penalties or to settle claims or proceedings, any of which could harm our business. These proceedings could also result in reputational harm, criminal sanctions, consent decrees, or orders preventing us from offering certain products, or services, or requiring a change in our business practices in costly ways, or requiring development of non-infringing or otherwise altered products or technologies. Any of these consequences could harm our business.

We are subject to regulatory activity and antitrust litigation under competition laws.

We are subject to scrutiny by various government agencies under U.S. and foreign laws and regulations, including competition laws. Some jurisdictions also provide private rights of action for competitors or consumers to assert claims of anti-competitive conduct. Other companies and government agencies have in the past and may in the future allege that our actions

violate the antitrust or competition laws of the United States, individual states, the European Commission or other countries, or otherwise constitute unfair competition. An increasing number of governments are regulating competition law activities, including increased scrutiny in large markets such as China. Our business partnerships or agreements or arrangements with customers or other companies could give rise to regulatory action or antitrust litigation. Some regulators, particularly those outside of the United States, may perceive our business to be used so broadly that otherwise uncontroversial business practices could be deemed anticompetitive. Certain competition authorities have conducted market studies of our industries. Such claims and investigations, even if without foundation, may be very expensive to defend, involve negative publicity and substantial diversion of management time and effort and could result in significant judgments against us or require us to change our business practices.

We are subject to patent litigation.

We have repeatedly been sued for allegedly infringing other parties' patents. We are a defendant in a number of patent suits and have been notified of several other potential patent disputes. We expect that we will increasingly be subject to patent infringement claims because, among other reasons:

- our products and services continue to expand in scope and complexity;
- we continue to expand into new businesses, including through acquisitions; and
- the universe of patent owners who may claim that we, any of the companies that we have acquired, or our customers infringe their patents, and the aggregate number of patents controlled by such patent owners, continues to increase.

Such claims may be brought directly against us and/or against our customers whom we may indemnify either because we are contractually obligated to do so or we choose to do so as a business matter. We believe that an increasing number of these claims against us and other technology companies have been, and continue to be, initiated by third parties whose sole or primary business is to assert such claims. In addition, we have seen significant patent disputes between operating companies in some technology industries. Patent claims, whether meritorious or not, are time-consuming and costly to defend and resolve, and could require us to make expensive changes in our methods of doing business, enter into costly royalty or licensing agreements, make substantial payments to satisfy adverse judgments or settle claims or proceedings, or cease conducting certain operations, which would harm our business.

We are exposed to fluctuations in interest rates.

Investments in both fixed-rate and floating-rate interest-earning instruments carry varying degrees of interest rate risk. The fair market value of our fixed-rate investment securities may be adversely impacted due to a rise in interest rates. In general, fixed-rate securities with longer maturities are subject to greater interest-rate risk than those with shorter maturities. While floating rate securities generally are subject to less interest-rate risk than fixed-rate securities, floating-rate securities may produce less income than expected if interest rates decrease and may also suffer a decline in market value if interest rates increase. Due in part to these factors, our investment income may decline or we may suffer losses in principal if securities are sold that have declined in market value due to changes in interest rates. In addition, relatively low interest rates limit our investment income. Fluctuations in interest rates that increase the cost of our current or future indebtedness, cause the market value of our assets to decline or reduce our investment income could adversely affect our financial results.

Our tickets business is subject to regulatory, competitive and other risks that could harm this business.

Our tickets business, which includes our StubHub business, is subject to numerous risks, including:

- Some jurisdictions, in particular jurisdictions outside the United States, prohibit the resale of event tickets (anti-scalping laws) at prices above the face value of the tickets or at all, or highly regulate the resale of tickets, and

new laws and regulations or changes to existing laws and regulations imposing these or other restrictions could limit or inhibit our ability to operate, or our users' ability to continue to use, our tickets business.

Regulatory agencies or courts may claim or hold that we are responsible for ensuring that our users comply with these laws and regulations.

In many jurisdictions, our tickets business depends on commercial partnerships with event organizers or licensed ticket vendors, which we must develop and maintain on acceptable terms for our tickets business to be successful.

Our tickets business is subject to seasonal fluctuations and the general economic and business conditions that impact the sporting events and live entertainment industries.

A portion of the tickets inventory sold by sellers on the StubHub website is processed by StubHub in digital form.

Systems failures, security breaches, theft or other disruptions that result in the loss of such sellers' tickets inventory, could result in significant costs and a loss of consumer confidence in our tickets business.

Lawsuits alleging a variety of causes of actions have in the past, and may in the future, be filed against StubHub and eBay by venue owners, competitors, ticket buyers, and unsuccessful ticket buyers. Such lawsuits could result in significant costs and require us to change our business practices in ways that negatively affect our tickets business.

Our tickets business also faces significant competition from a number of sources, including ticketing service companies, event organizers, ticket brokers, and online and offline ticket resellers. Some ticketing service companies, event organizers, and professional sports teams have begun to issue event tickets through various forms of electronic ticketing systems that are designed to restrict or prohibit the transferability (and by extension, the resale) of such event tickets either to favor their own resale affiliates or to discourage resale or restrict resale of season tickets to a preferred, designated website. Ticketing service companies have also begun to use market-based pricing strategies or dynamic pricing to charge much higher prices, and impose additional restrictions on transferability, for premium tickets.

Some sports teams have threatened to revoke the privileges of season ticket owners if they resell their tickets through a platform that is not affiliated with, or approved by, such sports teams. In March 2015, StubHub filed suit against Ticketmaster and the Golden State Warriors, alleging antitrust and various state law violations arising out of the defendants' restrictive ticketing practices, which include prohibiting the resale of Warriors tickets on StubHub or any other non-Ticketmaster secondary exchange.

The listing or sale by our users of items that allegedly infringe the intellectual property rights of rights owners, including pirated or counterfeit items, may harm our business.

The listing or sale by our users of unlawful, counterfeit or stolen goods or unlawful services, or sale of goods or services in an unlawful manner, has resulted and may continue to result in allegations of civil or criminal liability for unlawful activities against us (including the employees and directors of our various entities) involving activities carried out by users through our services. In a number of circumstances, third parties, including government regulators and law enforcement officials, have alleged that our services aid and abet violations of certain laws, including laws regarding the sale of counterfeit items, laws restricting or prohibiting the transferability (and by extension, the resale) of digital goods (e.g., event tickets, books, music and software), the fencing of stolen goods, selective distribution channel laws, customs laws, distance selling laws, anti-scalping laws with respect to the resale of tickets, and the sale of items outside of the United States that are regulated by U.S. export controls. For example:

In Turkey, local prosecutors and courts are investigating our liability for allegedly illegal actions by users of our Turkish marketplaces business (GittiGidiyor). In accordance with local law and custom, they have indicted one or more members of the board of directors of our local Turkish subsidiary. We intend to defend vigorously against any such actions and a growing number of these cases have been dismissed by the relevant courts.

In August 2012, we were informed that U.S. listings of footwear with religious imagery were visible on our local Indian site and we immediately removed these listings. In September 2012, a criminal case was registered against us in India in regard to these listings, and we are challenging the prosecution of this case.

In addition, allegations of infringement of intellectual property rights, including but not limited to counterfeit items, have resulted in threatened and actual litigation from time to time by rights owners, including the following luxury brand owners: Tiffany & Co. in the United States; Rolex S.A. and Coty Prestige Lancaster Group GmbH in Germany; Louis Vuitton Malletier and Christian Dior Couture in France; and L'Oréal SA, Lancôme Parfums et Beauté & Cie, and Laboratoire Garnier & Cie in several European countries. Plaintiffs in these and similar suits seek, among other remedies, injunctive relief and damages. Statutory damages for copyright or trademark violations could range up to \$150,000 per copyright violation and \$2,000,000 per trademark violation in the United States, and may be even higher in other jurisdictions. In the past, we have paid substantial amounts in connection with resolving certain trademark and copyright suits. These and similar suits may also force us to modify our business practices in a manner that increases costs, lowers revenue, makes our websites and mobile platforms less convenient to customers, and requires us to

spend substantial resources to take additional protective measures or discontinue certain service offerings in order to combat these practices. In addition, we have received significant media attention relating to the listing or sale of illegal or counterfeit goods, which could damage our reputation, diminish the value of our brand names, and make users reluctant to use our products and services.

We are subject to risks associated with information disseminated through our services.

Online services companies may be subject to claims relating to information disseminated through their services, including claims alleging defamation, libel, breach of contract, invasion of privacy, negligence, copyright or trademark infringement, among other things. The laws relating to the liability of online services companies for information disseminated through their services are subject to frequent challenges both in the United States and foreign jurisdictions. Any liabilities incurred as a result of these matters could require us to incur additional costs and harm our reputation and our business.

Our potential liability to third parties for the user-provided content on our sites, particularly in jurisdictions outside the United States where laws governing Internet transactions are unsettled, may increase. If we become liable for information provided by our users and carried on our service in any jurisdiction in which we operate, we could be directly harmed and we may be forced to implement new measures to reduce our exposure to this liability, including expending substantial resources or discontinuing certain service offerings, which could harm our business.

Changes to our programs to protect buyers and sellers could increase our costs and loss rate.

Our eBay buyer protection programs represent the means by which we compensate users who believe that they have been defrauded, have not received the item that they purchased or have received an item different from what was described. We expect to continue to receive communications from users requesting reimbursement or threatening or commencing legal action against us if no reimbursement is made. Our liability for these sort of claims is slowly beginning to be clarified in some jurisdictions and may be higher in some non-U.S. jurisdictions than it is in the United States. Litigation involving liability for any such third-party actions could be costly and time consuming for us, divert management attention, result in increased costs of doing business, lead to adverse judgments or otherwise harm our business. In addition, affected users will likely complain to regulatory agencies that could take action against us, including imposing fines or seeking injunctions.

We may be unable to adequately protect or enforce our intellectual property rights, or third parties may allege that we are infringing their intellectual property rights.

We believe the protection of our intellectual property, including our trademarks, patents, copyrights, domain names, trade dress, and trade secrets, is critical to our success. We seek to protect our intellectual property rights by relying on applicable laws and regulations in the United States and internationally, as well as a variety of administrative procedures. We also rely on contractual restrictions to protect our proprietary rights when offering or procuring products and services, including confidentiality and invention assignment agreements entered into with our employees and contractors and confidentiality agreements with parties with whom we conduct business.

However, effective intellectual property protection may not be available in every country in which our products and services are made available, and contractual arrangements and other steps we have taken to protect our intellectual property may not prevent third parties from infringing or misappropriating our intellectual property or deter independent development of equivalent or superior intellectual property rights by others. Trademark, copyright, patent, domain name, trade dress and trade secret protection is very expensive to maintain and may require litigation. We must protect our intellectual property rights and other proprietary rights in an increasing number of jurisdictions, a process that is expensive and time consuming and may not be successful in every jurisdiction. Also, we may not be able to discover or determine the extent of any unauthorized use of our proprietary rights. We have licensed in the past, and expect to license in the future, certain of our proprietary rights, such as trademarks or copyrighted material, to others. These licensees may take actions that diminish the value of our proprietary rights or harm our reputation. Any failure to adequately protect or enforce our intellectual property rights, or significant costs incurred in doing so, could materially harm our business.

As the number of products in the software industry increases and the functionality of these products further overlap, and as we acquire technology through acquisitions or licenses, we may become increasingly subject to infringement claims, including patent, copyright, and trademark infringement claims. Litigation may be necessary to determine the validity and scope of the patent and other intellectual property rights of others. The ultimate outcome of any allegation is uncertain and, regardless of the outcome, any such claim, with or without merit, may be time-consuming, result in costly litigation, divert management's time and attention from our business, require us to stop selling, delay shipping, or redesign our products, or require us to pay substantial amounts to satisfy judgments or settle claims or lawsuits or to

pay substantial royalty or licensing fees, or to satisfy indemnification obligations that we have with some of our customers. Our failure to obtain necessary license or other rights, or litigation or claims arising out of intellectual property matters, may harm our business.

Failure to deal effectively with fraudulent activities on our websites would increase our loss rate and harm our business, and could severely diminish merchant and consumer confidence in and use of our services.

We face risks with respect to fraudulent activities on our websites and periodically receive complaints from buyers and sellers who may not have received the goods that they had contracted to purchase or payment for the goods that a buyer had contracted to purchase. In some European and Asian jurisdictions, buyers may also have the right to withdraw from a sale made by a professional seller within a specified time period. While we can, in some cases, suspend the accounts of users who fail to fulfill their payment or delivery obligations to other users, we do not have the ability to require users to make payment or deliver goods, or otherwise make users whole other than through its buyer protection program, which in the United States we

refer to as the eBay Money Back Guarantee. Although we have implemented measures to detect and reduce the occurrence of fraudulent activities, combat bad buyer experiences and increase buyer satisfaction, including evaluating sellers on the basis of their transaction history and restricting or suspending their activity, there can be no assurance that these measures will be effective in combating fraudulent transactions or improving overall satisfaction among sellers, buyers, and other participants. Additional measures to address fraud could negatively affect the attractiveness of our services to buyers or sellers, resulting in a reduction in the ability to attract new users or retain current users, damage to our reputation, or a diminution in the value of our brand names.

We have substantial indebtedness, and we may incur substantial additional indebtedness in the future, and we may not generate sufficient cash flow from our business to service our indebtedness. Failure to comply with the terms of our indebtedness could result in the acceleration of our indebtedness, which could have an adverse effect on our cash flow and liquidity.

We have a substantial amount of outstanding indebtedness and we may incur substantial additional indebtedness in the future, including under our commercial paper program and revolving credit facility or through public or private offerings of debt securities. Our outstanding indebtedness and any additional indebtedness we incur may have significant consequences, including, without limitation, any of the following:

- requiring the dedication of a significant portion of our cash flow from operations to service our indebtedness, thereby reducing the amount of cash flow available for other purposes, including capital expenditures and acquisitions;
- our indebtedness and leverage may increase our vulnerability to downturns in our business, to competitive pressures, and to adverse changes in general economic and industry conditions;
- adverse changes in the ratings assigned to our debt securities by credit rating agencies will likely increase our borrowing costs;
- our ability to obtain additional financing for working capital, capital expenditures, acquisitions, share repurchases or other general corporate and other purposes may be limited; and
- our flexibility in planning for, or reacting to, changes in our business and our industry may be limited.

Our ability to make payments of principal of and interest on our indebtedness depends upon our future performance, which will be subject to general economic conditions, industry cycles and financial, business and other factors affecting our consolidated results of operations and financial condition, many of which are beyond our control. If we are unable to generate sufficient cash flow from operations in the future to service our debt, we may be required to, among other things:

- repatriate funds to the United States at substantial tax cost;
- seek additional financing in the debt or equity markets;
- refinance or restructure all or a portion of our indebtedness;
- sell selected assets; or
- reduce or delay planned capital or operating expenditures.

Such measures might not be sufficient to enable us to service our debt. In addition, any such financing, refinancing or sale of assets might not be available on economically favorable terms or at all.

Our revolving credit facility and the indenture pursuant to which certain of our outstanding debt securities were issued contain, and any debt instruments we enter into in the future may contain, financial and other covenants that restrict or could restrict, among other things, our business and operations. If we fail to pay amounts due under, or breach any of the covenants in, a debt instrument, then the lenders would typically have the right to demand immediate repayment of all borrowings thereunder (subject in certain cases to grace or cure period). Moreover, any such acceleration and required repayment of or default in respect of any of our indebtedness could, in turn, constitute an event of default



under other debt instruments, thereby resulting in the acceleration and required repayment of that other indebtedness. Any of these events could materially adversely affect our liquidity and financial condition.

A downgrade in our credit ratings could materially adversely affect our business.

The credit ratings assigned to our debt securities could change based upon, among other things, our results of operations and financial condition. These ratings are subject to ongoing evaluation by credit rating agencies, and there can be no assurance that any rating will not be changed or withdrawn by a rating agency in the future. Moreover, these credit ratings are not recommendations to buy, sell or hold any of our debt securities. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under review for a downgrade or have been assigned a negative

outlook, would likely increase our borrowing costs, which could in turn have a material adverse effect on our financial condition, results of operations, cash flows, and could harm our business.

Our credit ratings were downgraded as a result of our separation from PayPal. As of January 1, 2014, our long-term debt and short-term funding were rated investment grade by Standard and Poor's Financial Services, LLC (long-term rated A, short-term rated A-1, with a stable outlook), Moody's Investor Service (long-term rated A2, short-term rated P-1, with a stable outlook), and Fitch Ratings, Inc. (long-term rated A, short-term rated F-1, with a stable outlook). All of these credit rating agencies lowered their ratings in connection with our separation from PayPal, which occurred on July 17, 2015. As of July 20, 2015, we were rated investment grade by Standard and Poor's Financial Services, LLC (long-term rated BBB+, short-term rated A-2, with a stable outlook), Moody's Investor Service (long-term rated Baa1, short-term rated P-2, with a stable outlook), and Fitch Ratings, Inc. (long-term rated BBB, short-term rated F-2, with a stable outlook). We disclose these ratings to enhance the understanding of our sources of liquidity and the effects of our ratings on our costs of funds. Our borrowing costs depend, in part, on our credit ratings and any further actions taken by these credit rating agencies to lower our credit ratings, as described above, will likely increase our borrowing costs.

Our business and users may be subject to sales tax and other taxes.

The application of indirect taxes (such as sales and use tax, value-added tax (VAT), goods and services tax, business tax and gross receipt tax) to ecommerce businesses and to our users is a complex and evolving issue. Many of the fundamental statutes and regulations that impose these taxes were established before the adoption and growth of the Internet and ecommerce. In many cases, it is not clear how existing statutes apply to the Internet or ecommerce. In addition, governments are increasingly looking for ways to increase revenues, which has resulted in discussions about tax reform and other legislative action to increase tax revenues, including through indirect taxes. There are many transactions that occur during the ordinary course of business for which the ultimate tax determination is uncertain.

We do not collect taxes on the goods or services sold by users of our services. However, some jurisdictions have implemented, or may implement, laws that require out-of-state sellers of tangible personal property to collect and remit taxes. In particular, the Streamlined Sales Tax Project (an ongoing, multi-year effort by U.S. state and local governments to pursue federal legislation that would require collection and remittance of sales tax by out-of-state sellers) could allow states that meet certain simplification and other criteria to require out-of-state sellers to collect and remit sales taxes on goods purchased by in-state residents. The adoption of such legislation could result in a use tax collection responsibility for certain of our sellers. This collection responsibility and the additional costs associated with complex use tax collection, remittance and audit requirements would make selling on our websites and mobile platforms less attractive for small business retailers and would harm our business, and the proliferation of state legislation to expand sales and use tax collection on Internet sales could adversely affect some of our sellers and indirectly harm our business.

Several proposals have been made at the U.S. state and local levels that would impose additional taxes on the sale of goods and services over the Internet. These proposals, if adopted, could substantially impair the growth of ecommerce and our brands, and could diminish our opportunity to derive financial benefit from our activities. While the U.S. federal government's moratorium on state and local taxation of Internet access or multiple or discriminatory taxes on ecommerce has been extended through December 2015, this moratorium does not prohibit federal, state or local authorities from collecting taxes on our income or from collecting certain taxes that were in effect prior to the enactment of the moratorium and/or one of its extensions.

From time to time, some taxing authorities in the United States have notified us that they believe we owe them certain taxes imposed on our services. These notifications have not resulted in any significant tax liabilities to date, but there is a risk that some jurisdiction may be successful in the future, which would harm our business.

Similar issues exist outside of the United States, where the application of VAT or other indirect taxes on ecommerce providers is complex and evolving. While we attempt to comply in those jurisdictions where it is clear that a tax is due, some of our subsidiaries have, from time to time, received claims relating to the applicability of indirect taxes to our fees. We have been paying VAT on fees charged to certain of our users in the European Union based on the service provider's location. On January 1, 2015, changes to the rules determining the place of supply (and thus the country of taxation) for all European Union based providers of electronically supplied services were implemented that require that we pay VAT based on the residence or normal place of business of our customers. These changes may result in our paying a higher rate of VAT on such fees. Additionally, we pay input VAT on applicable taxable purchases within the various countries in which we operate. In most cases, we are entitled to reclaim this input VAT from the various countries. However, because of our unique business model, the application of the laws and rules that allow such reclamation is sometimes uncertain. A successful assertion by one or more countries that we are not entitled to reclaim VAT could harm our business.

In certain jurisdictions, we collect and remit indirect taxes on our fees and pay taxes on our purchases of goods and services. However, tax authorities may raise questions about our calculation, reporting and collection of taxes and may ask us to remit additional taxes, as well as the proper calculation of such taxes. Should any new taxes become applicable or if the taxes we pay are found to be deficient, our business could be harmed.

A taxing authority may seek to impose a tax collection, reporting or record-keeping obligation on companies that engage in or facilitate ecommerce. Any failure by us to meet these requirements could result in substantial monetary penalties and other sanctions and could harm our business. Taxing authorities may also seek to impose tax collection or reporting obligations based on the location of the product or service being sold or provided in an ecommerce transaction, regardless of where the respective users are located. Some jurisdictions could assert that we are responsible for tax on the underlying goods or services sold on our sites. Imposition of a record keeping or tax collecting requirement could decrease seller activity on our sites and would harm our business. Tax authorities may also require us to help ensure compliance by our users by promulgating legislation regulating professional sellers, including tax reporting and collection requirements. In addition, we have periodically received requests from tax authorities in many jurisdictions for information regarding the transactions of large classes of sellers on our sites, and in some cases we have been legally obligated to provide this data. The imposition of any requirements on us to disclose transaction records for all or a class of sellers to tax or other regulatory authorities or to file tax forms on behalf of any sellers, especially requirements that are imposed on us but not on alternative means of ecommerce, and any use of those records to investigate, collect taxes from or prosecute sellers, could decrease seller activity on our sites and harm our business.

We may have exposure to greater than anticipated tax liabilities.

The determination of our worldwide provision for income taxes and other tax liabilities requires estimation and significant judgment, and there are many transactions and calculations where the ultimate tax determination is uncertain. Like many other multinational corporations, we are subject to tax in multiple U.S. and foreign tax jurisdictions and have structured our operations to reduce our effective tax rate. Our determination of our tax liability is always subject to audit and review by applicable domestic and foreign tax authorities, and we are currently undergoing a number of investigations, audits and reviews by taxing authorities throughout the world, including with respect to our tax structure. Any adverse outcome of any such audit or review could harm our business, and the ultimate tax outcome may differ from the amounts recorded in our financial statements and may materially affect our financial results in the period or periods for which such determination is made. While we have established reserves based on assumptions and estimates that we believe are reasonable to cover such eventualities, these reserves may prove to be insufficient.

In addition, our future income taxes could be adversely affected by earnings being lower than anticipated (or by the incurrence of losses) in jurisdictions that have lower statutory tax rates and higher than anticipated in jurisdictions that have higher statutory tax rates, by changes in the valuation of our deferred tax assets and liabilities, as a result of gains on our foreign exchange risk management program, or changes in tax laws, regulations, or accounting principles, as well as certain discrete items.

In light of continuing fiscal challenges in certain U.S. states and in many countries in Europe, various levels of government are increasingly focused on tax reform and other legislative action to increase tax revenue, including corporate income taxes. For example, the economic downturn reduced tax revenues for United States federal and state governments, and a number of proposals to increase taxes from corporate entities have been implemented or are being considered at various levels of government. These include a number of proposals to modify the U.S. federal income tax laws applicable to companies, like ours, operating in multiple U.S. and foreign jurisdictions which, if enacted, could materially increase our effective tax rate. A number of U.S. states have attempted to increase corporate tax

revenues by taking an expansive view of corporate presence to attempt to impose corporate income taxes and other direct business taxes on companies that have no physical presence in their state, and taxing authorities in foreign jurisdictions may take similar actions. Many U.S. states are also altering their apportionment formulas to increase the amount of taxable income or loss attributable to their state from certain out-of-state businesses. Similarly, in Europe, and elsewhere in the world, there are various tax reform efforts underway designed to ensure that corporate entities are taxed on a larger percentage of their earnings. Companies that operate over the Internet, such as eBay, are a target of some of these efforts. If more taxing authorities are successful in applying direct taxes to Internet companies that do not have a physical presence in their respective jurisdictions, this could increase our effective tax rate.

We may be subject to sales reporting and record-keeping obligations.

One or more states, the U.S. federal government or foreign countries may seek to impose reporting or record-keeping obligations on companies that engage in or facilitate ecommerce. Such an obligation could be imposed by legislation intended

to improve tax compliance (and legislation to such effect has been contemplated by several states and a number of foreign jurisdictions) or if one of our companies was ever deemed to be the legal agent of the users of our services by a jurisdiction in which it operates. Certain of our companies are required to report to the Internal Revenue Service (IRS) on customers subject to U.S. income tax who receive more than \$20,000 in payments and more than 200 payments in a calendar year. As a result, we are required to request tax identification numbers from certain payees, track payments by tax identification number and, under certain conditions, withhold a portion of payments and forward such withholding to the IRS. We have modified our systems to meet these requirements and expect increased operational costs and changes to our user experience in connection with complying with these reporting obligations. Any failure by us to meet these requirements could result in substantial monetary penalties and other sanctions and could harm our business.

Our business is subject to online security risks, including security breaches.

Our businesses involve the storage and transmission of users' personal financial information. In addition, a significant number of our users authorize us to bill their payment card accounts directly for all transaction and other fees charged by us. An increasing number of websites, including those owned by several other large Internet and offline companies, have disclosed breaches of their security, some of which have involved sophisticated and highly targeted attacks on portions of their websites or infrastructure. The techniques used to obtain unauthorized access, disable, or degrade service, or sabotage systems, change frequently, may be difficult to detect for a long time, and often are not recognized until launched against a target. Certain efforts may be state sponsored and supported by significant financial and technological resources and therefore may be even more difficult to detect. As a result, we may be unable to anticipate these techniques or to implement adequate preventative measures. Unauthorized parties may also attempt to gain access to our systems or facilities through various means, including hacking into our systems or facilities, fraud, trickery or other means of deceiving our employees, contractors and temporary staff. A party that is able to circumvent our security measures could misappropriate our or our users' personal information, cause interruption in our operations, damage our computers or those of our users, or otherwise damage our reputation. In addition, our users have been and likely will continue to be targeted by parties using fraudulent "spoof" and "phishing" emails to misappropriate user names, passwords, payment card numbers, or other personal information or to introduce viruses or other malware through "trojan horse" programs to our users' computers. Our information technology and infrastructure may be vulnerable to cyberattacks or security incidents and third parties may be able to access our users' proprietary information and payment card data that are stored on or accessible through our systems. Any security breach at a company providing services to us or our users could have similar effects.

In May 2014, we publicly announced that criminals were able to penetrate and steal certain data, including user names, encrypted user passwords and other non-financial user data. Upon making this announcement, we required all buyers and sellers on our platform to reset their passwords in order to log into their account. The breach and subsequent password reset have negatively impacted the business. In July 2014, a putative class action lawsuit was filed against us for alleged violations and harm resulting from the breach. The lawsuit was recently dismissed with leave to amend. In addition, we have received requests for information and are subject to investigations regarding this incident from numerous regulatory and other government agencies across the world.

We may also need to expend significant additional resources to protect against security breaches or to redress problems caused by breaches. These issues are likely to become more difficult and costly as we expand the number of markets where we operate. Additionally, our insurance policies carry low coverage limits, which may not be adequate to reimburse us for losses caused by security breaches and we may not be able to fully collect, if at all, under these insurance policies.

Systems failures and resulting interruptions in the availability of our websites, applications, products or services could harm our business.

Our systems may experience service interruptions or degradation due to of hardware and software defects or malfunctions, computer denial-of-service and other cyberattacks, human error, earthquakes, hurricanes, floods, fires, natural disasters, power losses, disruptions in telecommunications services, fraud, military or political conflicts, terrorist attacks, computer viruses, or other events. Our systems are also subject to break-ins, sabotage and intentional acts of vandalism. Some of our systems are not fully redundant and our disaster recovery planning is not sufficient for all eventualities. In addition, as a provider of payments solutions, we are subject to increased scrutiny by regulators that may require specific business continuity and disaster recovery plans and more rigorous testing of such plans. This increased scrutiny may be costly and time consuming and may divert our resources from other business priorities.

We have experienced and will likely continue to experience system failures, denial of service attacks and other events or conditions from time to time that interrupt the availability or reduce the speed or functionality of our websites and mobile applications. These events have resulted and likely will result in loss of revenue. A prolonged interruption in the availability or

reduction in the speed or other functionality of our websites and mobile applications could materially harm our business. Frequent or persistent interruptions in our services could cause current or potential users to believe that our systems are unreliable, leading them to switch to our competitors or to avoid our sites, and could permanently harm our reputation and brands. In addition, agreements between our Enterprise business and some of its clients contain commitments regarding availability. If our Enterprise business is unable to meet these commitments, its relationship with its clients could be damaged and may trigger a client's right to terminate their contract with our Enterprise business and/or financial penalty provisions payable by our Enterprise business. Moreover, to the extent that any system failure or similar event results in damages to our customers or their businesses, these customers could seek significant compensation from us for their losses and those claims, even if unsuccessful, would likely be time-consuming and costly for us to address. We also rely on facilities, components and services supplied by third parties and our business may be materially adversely affected to the extent these components or services do not meet our expectations or these third parties cease to provide the services or facilities. In particular, a decision by any of our third party hosting providers to close a facility that we use could cause system interruptions and delays, result in loss of critical data and cause lengthy interruptions in our services. We do not carry business interruption insurance sufficient to compensate us for losses that may result from interruptions in our service as a result of systems failures and similar events.

We also rely on facilities, components and services supplied by third parties and our business may be materially adversely affected to the extent these components or services do not meet our expectations or these third parties cease to provide the services or facilities. In particular, a decision by any of our third party hosting providers to close a facility that we use could cause system interruptions and delays, result in loss of critical data and cause lengthy interruptions in our services. We do not carry business interruption insurance sufficient to compensate us for losses that may result from interruptions in our service as a result of systems failures and similar events.

Acquisitions, joint ventures, and strategic investments could result in operating difficulties and could harm our business.

We have acquired a significant number of businesses of varying size and scope, technologies, services, and products. We also expect to continue to evaluate and consider a wide array of potential strategic transactions as part of our overall business strategy, including business combinations, acquisitions, and dispositions of businesses, technologies, services, products, and other assets, as well as strategic investments and joint ventures. In that regard, we recently agreed to sell our Enterprise business. This sale is subject to customary closing conditions, and if these conditions are not satisfied or waived, the transaction could be delayed or not take place.

These transactions, and in particular the sale of our Enterprise business, may involve significant challenges and risks, including:

- the potential loss of key customers, merchants, vendors and other key business partners of the companies we acquire, or dispose of, following and continuing after announcement of our transaction plans;
- declining employee morale and retention issues affecting employees of companies that we acquire or dispose of, which may result from changes in compensation, or changes in management, reporting relationships, future prospects or the direction of the acquired or disposed business;
- difficulty making new and strategic hires of new employees;
- diversion of management time and a shift of focus from operating the businesses to the transaction, and in the case of an acquisition, integration and administration;
- the need to integrate the operations, systems (including accounting, management, information, human resource and other administrative systems), technologies, products and personnel of each acquired company, which is an inherently risky and potentially lengthy and costly process;
-



the inefficiencies and lack of control that may result if such integration is delayed or not implemented, and unforeseen difficulties and expenditures that may arise as a result;

the need to implement or improve controls, procedures and policies appropriate for a larger public company at companies that prior to acquisition may have lacked such controls, procedures and policies or whose controls, procedures and policies did not meet applicable legal and other standards;

risks associated with our expansion into new international markets;

derivative lawsuits resulting from the acquisition;

liability for activities of the acquired company before the acquisition, including intellectual property and other litigation claims or disputes, violations of laws, rules and regulations, commercial disputes, tax liabilities and other known and unknown liabilities;

the potential loss of key employees following the transaction;

the acquisition of new customer and employee personal information, which in and of itself may require regulatory approval and or additional controls, policies and procedures and subject us to additional exposure; and

- our dependence on the acquired business' accounting, financial reporting, operating metrics and similar systems, controls and processes and the risk that errors or irregularities in those systems, controls and processes will lead to errors in our consolidated financial statements or make it more difficult to manage the acquired business.

At any given time we may be engaged in discussions or negotiations with respect to one or more of these types of transactions and any of these transactions could be material to our financial condition and results of operations. In addition, it may take us longer than expected to fully realize the anticipated benefits of these transactions, and those benefits may ultimately be smaller than anticipated or may not be realized at all, which could adversely affect our business and operating results. Any acquisitions or dispositions may also require us to issue additional equity securities, spend our cash, or incur debt (and increased interest expense), liabilities, and amortization expenses related to intangible assets or write-offs of goodwill, which could adversely affect our results of operations and dilute the economic and voting rights of our stockholders.

We have made certain investments, including through joint ventures, in which we have a minority equity interest and/or lack management and operational control. The controlling joint venture partner in a joint venture may have business interests, strategies, or goals that are inconsistent with ours, and business decisions or other actions or omissions of the controlling joint venture partner or the joint venture company may result in harm to our reputation or adversely affect the value of our investment in the joint venture. Our strategic investments may also expose us to additional risks. Any circumstances, which may be out of our control, that adversely affect the value of our investments, or cost resulting from regulatory action or lawsuits in connection with our investments, could harm our business or negatively impact our financial results.

Our success largely depends on key personnel. Because competition for our key employees is intense, we may not be able to attract, retain, and develop the highly skilled employees we need to support our business. The loss of senior management or other key personnel could harm our business.

Our future performance depends substantially on the continued services of our senior management and other key personnel, including key engineering and product development personnel, and our ability to attract, retain, and motivate key personnel. Competition for key personnel is intense, especially in the Silicon Valley where our corporate headquarters are located, and we may be unable to successfully attract, integrate, or retain sufficiently qualified key personnel. In making employment decisions, particularly in the Internet and high-technology industries, job candidates often consider the value of the equity awards they would receive in connection with their employment and fluctuations in our stock price may make it more difficult to attract, retain, and motivate employees. In addition, we do not have long-term employment agreements with any of our key personnel and do not maintain any "key person" life insurance policies. The loss of the services of any of our senior management or other key personnel, or our inability to attract highly qualified senior management and other key personnel, could harm our business.

Problems with or price increases by third parties who provide services to us or to our sellers could harm our business.

A number of third parties provide services to us or to our sellers. Such services include seller tools that automate and manage listings, merchant tools that manage listings and interface with inventory management software, storefronts that help our sellers list items and shipping providers that deliver goods sold on our platform, among others. Financial or regulatory issues, labor issues (e.g., strikes, lockouts, or work stoppages), or other problems that prevent these companies from providing services to us or our sellers could harm our business.

Price increases by, or service terminations, disruptions or interruptions at, companies that provide services to us and our sellers and clients could also reduce the number of listings on our websites or make it more difficult for our sellers to complete transactions or for us to timely fulfill and ship products sold on the websites operated by Enterprise

clients, thereby harming our business. Some third parties who provide services to us or our sellers may have or gain market power and be able to increase their prices to us without competitive constraint. In addition, the U.S. Postal Service, which is facing ongoing fiscal challenges, has instituted postal rate increases and announced that it is considering closing thousands of local post offices and ending Saturday mail delivery. While we continue to work with global carriers to offer our sellers a variety of shipping options and to enhance their shipping experience, postal rate increases may reduce the competitiveness of certain sellers' offerings, and postal service changes could require certain sellers to utilize alternatives which could be more expensive or inconvenient, which could in turn decrease the number of transactions on our sites, thereby harming our business.

We have outsourced certain functions to third-party providers, including some customer support and product development functions, which are critical to our operations. If our service providers do not perform satisfactorily, our operations could be disrupted, which could result in user dissatisfaction and could harm our business.

There can be no assurance that third parties who provide services directly to us or our sellers will continue to do so on acceptable terms, or at all. If any third parties were to stop providing services to us or our sellers on acceptable terms, including as a result of bankruptcy, we may be unable to procure alternatives from other third parties in a timely and efficient manner and on acceptable terms, or at all.

Our developer platforms, which are open to merchants and third-party developers, subject us to additional risks.

We provide third-party developers with access to application programming interfaces, software development kits and other tools designed to allow them to produce applications for use, with a particular focus on mobile applications. There can be no assurance that merchants or third-party developers will develop and maintain applications and services on our open platforms on a timely basis or at all, and a number of factors could cause such third-party developers to curtail or stop development for our platforms. In addition, our business is subject to many regulatory restrictions. It is possible that merchants and third-party developers who utilize our development platforms or tools could violate these regulatory restrictions and we may be held responsible for such violations, which could harm our business.

Our Enterprise business is subject to substantial competition.

Our Enterprise business provides a modular, integrated portfolio of commerce technology solutions and services, omnichannel operations solutions and commerce marketing solutions that enable companies to operate and integrate their ecommerce offering and their omnichannel business, including physical stores, in order to sell to consumers across the entire sales journey, from awareness to conversion, delivery and retention. The market for such products and services is continuously evolving and intensely competitive. Many of our Enterprise business's prospective clients may choose to manage all or some aspects of an omnichannel business with internal resources. As a result, the Enterprise business often competes with in-house solutions promoted and supported by internal information technology staffs, marketing departments, merchandising groups and other internal corporate constituencies, as well as with external technology and interactive marketing service providers that supply one or more components that allow prospective clients to develop and operate their omnichannel business in-house. This group of providers may include the prospective client itself and companies that offer one or more of the following: web platforms; customer care/call center services; fulfillment and logistics; systems integration services and technology products and services; email management and data aggregation; online marketing and design services; and other interactive marketing services. Low barriers to entry in the interactive marketing industry could also increase the number of competitors we may face.

The Enterprise business has competitors with longer operating histories, larger customer bases, greater brand recognition and greater financial, marketing, and other resources. Those competitors may be able to secure components of their technology and services on more favorable terms and devote more resources to technology development and marketing than the Enterprise business. In addition, to the extent that we expand our Enterprise business internationally, it will face increased competition from global and local companies, which may have a greater understanding of, and focus on, the local customer.

Our Enterprise business exposes us to additional risks.

Our Enterprise business faces its own risks and challenges. Competition for Enterprise's existing and potential clients is intense, and our Enterprise business may not be able to add new clients or keep existing clients on favorable terms, or at all. For example, a change in the management of an Enterprise client could adversely affect our relationship with that client. In addition, many of Enterprise's client contracts contain service level commitments. If our Enterprise business is unable to meet these commitments, its relationships with its clients could be damaged, and client rights to terminate their contracts with our Enterprise business and/or financial penalty provisions payable by our Enterprise

business may be triggered. These contracts contain provisions under which our Enterprise business has agreed to indemnify Enterprise clients against certain claims by third parties regarding our products and services. If any existing Enterprise clients (in particular, the large merchants and brands that our Enterprise business serves) were to exit the business we provide services to, be acquired, declare bankruptcy, suffer other financial difficulties, make indemnification claims against us, fail to pay amounts owed to our Enterprise business and/or terminate or modify their relationships with our Enterprise business in an unfavorable manner, our Enterprise business could be adversely affected.

A portion of Enterprise's net transaction revenue is derived from the value of ecommerce transactions that flow through its suite of commerce technologies. Accordingly, growth in Enterprise's net transaction revenue depends upon the continued growth of the online businesses of its clients. Our Enterprise business may be substantially impacted by any adverse conditions in the offline businesses of an Enterprise client that negatively impact that client's online businesses. Any impairment of the offline business of Enterprise clients, whether due to financial difficulties, impairment of client brands, reduction in marketing efforts, reduction in the number of client retail stores or otherwise, could negatively affect consumer traffic and sales through

Enterprise clients' websites, which would result in lower revenues generated by our Enterprise business. Our Enterprise business also relies on its clients' ability to accurately forecast product demand and select and buy the inventory for their corresponding online businesses. Under such arrangements, the client establishes product prices and pays our Enterprise business fees based either on a fixed or variable percentage of revenues, or on the activity performed. As a result, if Enterprise clients fail to accurately forecast product demand or optimize or maintain access to inventory, the client's ecommerce business (and, in turn, our Enterprise fees) could be adversely affected.

Our Enterprise business holds some inventory on behalf of its clients. If our Enterprise business is unable to effectively manage and handle this inventory, this may result in unexpected costs that could adversely affect our Enterprise business. Any theft of such inventory, or damage or interruption to such inventory, including as a result of earthquakes, hurricanes, floods, fire, power loss, labor disputes, terrorist attacks and similar events and disruptions, could result in losses related to such inventory and disruptions to the businesses of Enterprise clients, which could in turn adversely affect our Enterprise business. While we have insurance coverage to protect against such losses, it may be inadequate to cover all losses, and we may not be able to fully collect, if at all, under these insurance policies.

Our Enterprise business processes personal information on behalf of its clients. The personal information on customers of certain websites operated by Enterprise clients may be regulated under applicable privacy laws and regulations. In some cases, Enterprise's use or disclosure of that information may be restricted by contractual terms, laws and regulations, and any misuse or unpermitted disclosure of that information could negatively impact our Enterprise business and its clients.

Our Enterprise business is in the process of enhancing its marketing solutions platform and plans to migrate existing clients to its new marketing solutions platform. Our Enterprise business could be negatively impacted if this project is delayed, the functionality of the new marketing solutions platform is not accepted by existing or new clients, or the new marketing solutions platform does not operate as expected.

Our Enterprise business utilizes email marketing to drive consumer traffic to the websites operated by some of its clients. Email could become a less effective means of communicating with and marketing to consumers for a variety of reasons, including: problems with technology that make Enterprise's email communications more difficult to deliver and for consumers to read (e.g., the inability of some mobile devices to adequately display email); consumers may disregard marketing emails due to the large volume of such emails they receive; the inability of filters to effectively screen for unwanted emails, resulting in increased levels of junk mail, or "SPAM," which may overwhelm consumers' email accounts; increased use of social networking sites, which may result in decreased use of email as a primary means of communication; continued security concerns regarding Internet usage in general from viruses, worms or similar problems; and increased governmental regulation or restrictive policies adopted by Internet service providers that make it more difficult or costly to utilize email for marketing communications. If any of our Enterprise entities were to end up on SPAM lists or lists of entities that have been involved in sending unwanted, unsolicited emails, their ability to contact customers through email could be significantly restricted. If any of the foregoing were to occur, the demand for Enterprise email marketing solutions could decrease and our Enterprise business could be harmed. Our Enterprise business also utilizes mobile messaging as a means of communicating with consumers, which carries risks similar to those described above for email marketing.

Our Enterprise business has relationships with search engines, comparison shopping sites, affiliate marketers, online advertising networks, and other websites to provide content, advertising banners, and other links to its clients' ecommerce businesses. Our Enterprise business relies on these relationships as significant sources of traffic to its clients' ecommerce businesses. If we are unable to maintain these relationships or enter into new relationships on acceptable terms, our ability to attract new customers could be harmed.

eBay and our Enterprise businesses are party to certain acquisition agreements relating to entities purchased by GSI Commerce prior to our acquisition of GSI Commerce. These agreements could subject us to liabilities, which could harm our Enterprise business.

## Item 2: Unregistered Sales of Equity Securities and Use of Proceeds

Stock repurchase activity during the three months ended September 30, 2015 was as follows:

Period Ended	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs	Maximum Dollar Value that May Yet be Purchased Under the Programs <sup>(a)</sup>
July 31, 2015	7,394,800	\$28.40	7,394,800	\$2,774,558,862
August 31, 2015	10,876,733	\$27.70	10,876,733	\$2,473,232,564
September 30, 2015	3,617,727	\$24.19	3,617,727	\$2,385,732,614
	21,889,260		21,889,260	

In January 2015, our Board authorized an additional \$2 billion stock repurchase program, with no expiration from the date of authorization. In July 2015, our Board authorized an additional \$1 billion stock repurchase program, with no expiration from the date of authorization. The stock repurchase programs are intended to offset the impact of dilution from our equity compensation programs and, subject to market conditions and other factors, to make (a) opportunistic repurchases of our common stock to reduce our outstanding share count. Any share repurchases under our stock repurchase programs may be made through open market transactions, block trades, privately negotiated transactions (including accelerated share repurchase transactions) or other means at times and in such amounts as management deems appropriate and will be funded from our working capital or other financing alternatives.

Our stock repurchase programs may be limited or terminated at any time without prior notice. The timing and actual number of shares repurchased will depend on a variety of factors, including corporate and regulatory requirements, price and other market conditions and management's determination as to the appropriate use of our cash.

As of September 30, 2015, a total of approximately \$2.4 billion remained available for future repurchases of our common stock under our January 2015 and July 2015 stock repurchase programs. For further details, please see "Part I, Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - Stock Repurchases."

## Item 3: Defaults Upon Senior Securities

Not applicable.

## Item 4: Mine Safety Disclosures

Not applicable.

## Item 5: Other Information

As part of the company's ongoing efforts to engage with its stockholders, the company intends to meet with certain stockholders during the fourth quarter of 2015 to discuss corporate governance matters, including proxy access, and its approach to executive compensation. The company intends to act on proxy access by January 2016.



Item 6: Exhibits

The information required by this Item is set forth in the Index of Exhibits that follows the signature page of this Quarterly Report.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

eBay Inc.  
Principal Executive Officer:

By: /s/ Devin N. Wenig  
Devin N. Wenig  
President and Chief Executive Officer

Date: October 27, 2015

Principal Financial Officer:

By: /s/ Scott F. Schenkel  
Scott F. Schenkel  
Senior Vice President, Chief Financial Officer

Date: October 27, 2015

Principal Accounting Officer:

By: /s/ Brian J. Doerger  
Brian J. Doerger  
Vice President, Chief Accounting Officer

Date: October 27, 2015

INDEX TO EXHIBITS

Exhibit 10.01+	Letter dated July 17, 2015 from eBay Inc. to John Donahoe
Exhibit 10.02+	Letter dated July 17, 2015 from eBay Inc. to Robert Swan
Exhibit 10.03+	Letter dated July 17, 2015 from eBay Inc. to Michael Jacobson
Exhibit 10.04(1)	Operating Agreement by and between eBay Inc. and PayPal Holdings, Inc. dated as of July 17, 2015
Exhibit 10.05(1)	Transition Services Agreement by and between eBay Inc. and PayPal Holdings, Inc. dated as of July 17, 2015
Exhibit 10.06(1)	Tax Matters Agreement by and between eBay Inc. and PayPal Holdings, Inc. dated as of July 17, 2015
Exhibit 10.07(1)	Employee Matters Agreement by and between eBay Inc. and PayPal Holdings, Inc. dated as of July 17, 2015
Exhibit 10.08(1)	Intellectual Property Matters Agreement by and among eBay Inc., eBay International AG, PayPal Holdings, Inc., PayPal, Inc., PayPal Pte. Ltd. and PayPal Payments Pte. Holdings S.C.S. dated as of July 17, 2015
Exhibit 12.01	Statement regarding computation of ratio of earnings to fixed charges.
Exhibit 31.01	Certification of Registrant's Chief Executive Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.02	Certification of Registrant's Chief Financial Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.01	Certification of Registrant's Chief Executive Officer, as required by Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.02	Certification of Registrant's Chief Financial Officer, as required by Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

+Indicates a management contract or compensatory plan or arrangement.

(1) Filed as an exhibit to Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 20, 2015 and incorporated herein by reference.